



**Evolution**  
MINING

ANNUAL REPORT 2014

# EVOLUTION MINING LIMITED

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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 such statement is based.

# Company Profile

Evolution Mining is a leading, growth-focussed Australian gold miner with an enviable track record of delivering to guidance, a disciplined approach to capital management and an appetite for growth through discovery, development, and opportunistic value accretive acquisitions.

- Five wholly owned Australian operations
- Strong financial position
- Shareholder returns - innovative dividend policy based on 2% of gold equivalent sales revenue
- Highly talented and dedicated workforce focussed on delivering safe production, transformational growth and returns to shareholders
- Employing around 900 people Australia wide

Our forecast production for FY15 is 400,000 – 440,000 ounces gold equivalent<sup>1</sup>. Cash operating costs are expected to be in the range of A\$750 – A\$820 per ounce and All-in Sustaining Costs in the range of A\$1,050 – A\$1,130 per ounce.



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Shareholder wealth creation through efficient gold production, discovery and acquiring undervalued gold projects.

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<sup>1</sup> Gold equivalent is defined as gold plus payable silver from the A39 deposit at Mt Carlton

# Highlights in FY14

## A safer working environment

- LTIFR<sup>1</sup> reduced from 3.7 to 1.7 and TRIFR<sup>2</sup> reduced from 19.9 to 11.7 in FY14

## Record gold production

- 427,703 ounces gold equivalent<sup>3</sup>
- 9% increase on FY13

## Globally competitive costs

- AISC<sup>4</sup> reduced by 12% to A\$1,083/oz - achieving guidance
- Capital expenditure of A\$154.4 million comfortably below guidance

## Net profit after tax of A\$50.0 million

## Cash flow from operations of A\$91.0<sup>5</sup> million

## Modest gearing of 12% and good liquidity

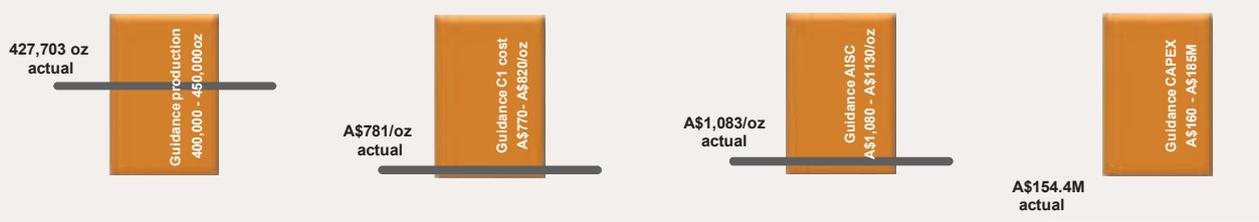
- Cash and available credit of A\$104.8 million<sup>6</sup>

## Dividend payments

- Innovative dividend policy based on 2% of gold equivalent sales revenue
- A\$14 million paid to shareholders in FY14

## Investing in leading technology to fast track discovery

- A\$17 million discovery expenditure in FY14



1. Lost time injury frequency rate (LTIFR). The frequency of injuries involving one or more lost workdays per million hours worked
2. Total recordable injury frequency rate (TRIFR). 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. A39 silver production is converted to gold equivalent using a gold to silver ratio relevant to the quarter - see Company quarterly activity report notes for details
4. AISC (All-in Sustaining Cost) includes C1 cash cost plus royalty expense, plus sustaining capital expense, plus general corporate and administration expenses
5. Net cash flow from operations post A\$154.4 million capital expenditure
6. At 30 June 2014

**We Say, We Do, We Deliver**



# Executive Chairman's Report



Evolution Mining was formed nearly three years ago in November 2011. At that time we put in place a very clear strategy as to how we believed we could build a globally relevant company to fill the void in the Australian mid-tier gold mining space.

Reflecting on our first three years, I am very proud of the way we have been able to stay focussed on achieving our long-term strategy despite the extremely challenging environment the gold industry has endured through that time.

With the successful commissioning of Mt Carlton in FY14, the first new gold mine opened in Queensland in over a decade, we now have a portfolio of five similar sized producing mines. All our mines are in Australia – a low political risk, first world jurisdiction with a high gold endowment.

In the 2014 financial year, our portfolio approach continued to deliver the operational predictability and stability for which we have built a strong reputation. In FY14 we produced 427,703 gold equivalent ounces at an average CI cash cost of A\$781 per ounce and an All-in Sustaining Cost (AISC) of A\$1,083 per ounce. This result was within our original guidance range of 400,000 – 450,000 ounces at A\$770 – A\$820 per ounce and represents a 9% increase in production on FY13 and an AISC reduction of 12%.

This result reflects and captures the very significant effort and hard work from every one of our employees sustained over a twelve-month period. During this time,

big, courageous changes were made to our business in response to the challenging gold price environment, and they have paid off.

A major contributor to the significant success achieved in our efforts to reduce costs was the move to owner-miner at Cracow at the beginning of FY14. This initiative alone saw a cost saving of A\$18.1 million, or A\$190 per ounce, at Cracow this financial year. These savings are expected to be repeated on an annual basis. Following this success, we made the decision to transition to owner-miner at Mt Rawdon in July 2014. Perhaps the highlight of the year was the outstanding result from Mt Carlton in the mine's first year of commercial production. Mt Carlton produced 87,952 gold equivalent ounces – far in excess of the top end of the 65,000 – 75,000 guidance range given at the start of the year. This was achieved by a very focussed and driven team who achieved ramp up faster than expected. Mt Carlton was also a beneficiary of having better access to high-grade ore during the twelve months than had been expected.

I am pleased to report that we have been able to strengthen our financial position over the past twelve months. Our five mines were all cash flow positive and generated a total of A\$91.0 million dollars of cash flow in the 2014 financial year. Around A\$17.0 million was spent on exploration, two dividend payments totaling A\$14.2 million were made, and the Group ended the year with cash of A\$31.5 million. We intend to continue to pay our unique and innovative dividend policy based on 2% of gold equivalent sales revenue, at year-end share prices, provided a yield of between 2.5 – 3.0%.

We remain committed to discovery as a core part of our business and recognise the long-term nature of our commitment. It is at least a five year journey and I am confident that in the last twelve months we have laid important groundwork for our future success. We have established an excellent team and have completed cutting edge analyses of each of our projects. The introduction of innovative seismic and other technologies will allow us to significantly improve the probability of making a transformational discovery. During the year, we also committed to a new and exciting exploration project with Emmerson Resources in the highly prospective Tennant Creek region.

Importantly, the results achieved by our operations were in the context of a significant effort and focus in the safety area where we ended the year having achieved the best safety performance since Evolution was formed. The safety of our workforce is of paramount importance and a core cultural value. Group total recordable injury frequency rate reduced significantly from 19.9 to 11.7 and the lost time injury frequency rate was also reduced from 3.7 to 1.7. Strategies to continuously identify and manage risks in the workplace remain a high priority.

At the same time, we have also kept an eye on the future and continue to believe that as a gold company we must focus on all three pillars of our business to create long

# Executive Chairman's Report (continued)

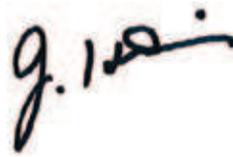
term shareholder value. In the operations pillar we will act like owners and maintain a cost and productivity focus ensuring we don't compromise the long-term value of our assets. In discovery, we will make a significant investment over the long-term and will use science and technology to improve the probability of transformational discoveries. Finally, in the M&A pillar we will continue to seek out accretive, value-adding acquisition opportunities that improve the quality of our portfolio.

One of the benefits of the recent downturn in the resources industry is that Evolution has been able to attract a very talented group of people. Evolution offers its employees long-term career opportunities as well as challenging and rewarding roles within a dynamic organisation. We have been successful in building a high performance team culture where we operate to the mantra of "We Say, We Do, We Deliver" best reflected in our meeting the original production and cost guidance we gave at the beginning of the financial year.

I 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 have been fortunate to attract two very talented, new non-executive directors, namely Cobb Johnstone and Tommy McKeith, who, in their short time as members of the Board, have already demonstrated their capacity. Peter Smith and Paul Marks resigned as directors during the

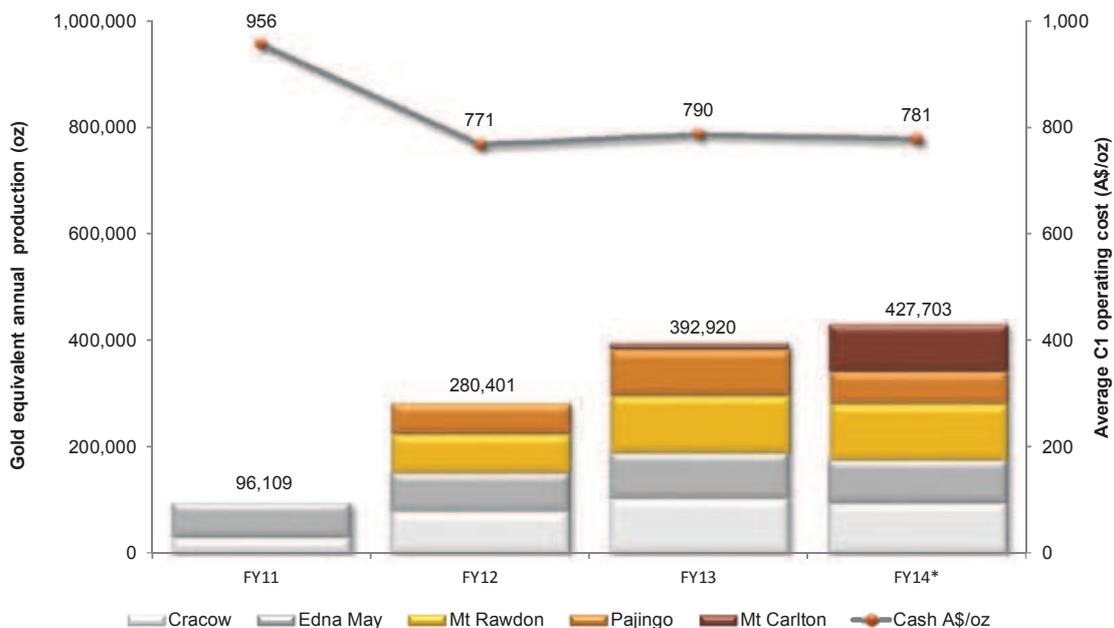
year and I thank them for their contribution to Evolution. I am also delighted that Lawrie Conway, who has served as a non-executive director since the Company's formation has agreed to join Evolution in an executive capacity as Finance Director and Chief Financial Officer.

While current market conditions in the gold industry remain challenging, and may well stay this way for some time, we see this as creating a significant opportunity. Costs are reducing, the currency has potential to decline and we believe that now is the time to capitalise on our strategy of growing into a leading Australian mid-tier gold producer. Vital skills are returning to the gold sector and I am confident that this painful period that the industry is enduring will only make us a stronger, more robust company in the years ahead.



**JAKE KLEIN**  
EXECUTIVE CHAIRMAN

## Consolidated Gold Production Summary



\* - gold equivalent ounces for these periods



# Safety

The safety of our people is of paramount importance to us. We have continued to improve our safety performance through FY14 with further significant reductions in our lost time injury frequency rate (from 3.7 to 1.7) and total recordable injury frequency rate (from 19.9 to 11.7) - the lowest level since Evolution's formation. Strategies to continuously identify and manage risks in the workplace remain a high priority. Safety initiatives in FY14 included:

- Improved engagement with our workforce through safety interactions - over 10,000 safety interactions completed
- Improved the skills of our workforce with an average of 1.5% of all work hours invested in workplace training
- Trained over 100 front line leaders in incident investigation
- Trained over 500 employees in safety leadership
- Achieved a 95% compliance (above target of 90%) on closing out all incident investigations within 30 days of occurrence and all actions within 90 days of the event
- Trained a new mine emergency response team at Mt Rawdon, built a mine rescue station and purchased a new fire tender and ambulance for the site
- Implemented Principle Hazard control plans across the business focusing on key mining hazards including vehicles, work at elevation, isolation, ground control and lifting operations

## To support our value of “Safety – every job, every day” we operate under Safety Principles

All injuries and incidents are preventable

No task is so important that it cannot be done safely

Working safely is a condition of employment

Management takes accountability for safety performance

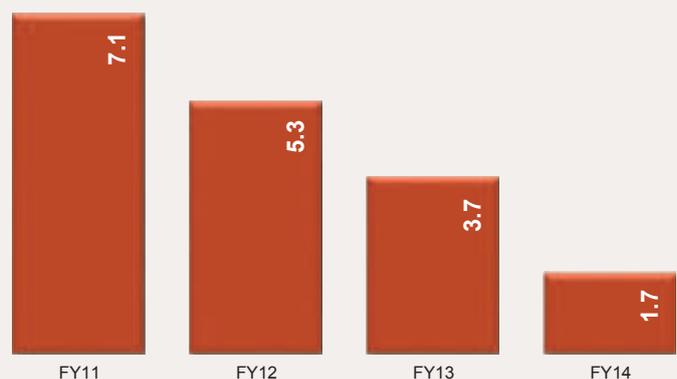
Everyone is empowered to stop at risk behaviour and control unsafe conditions

Everyone takes accountability for their own safety and for the safety of those around them

Total recordable injury frequency rate (TRIFR)



Long term injury frequency rate (LTIFR)

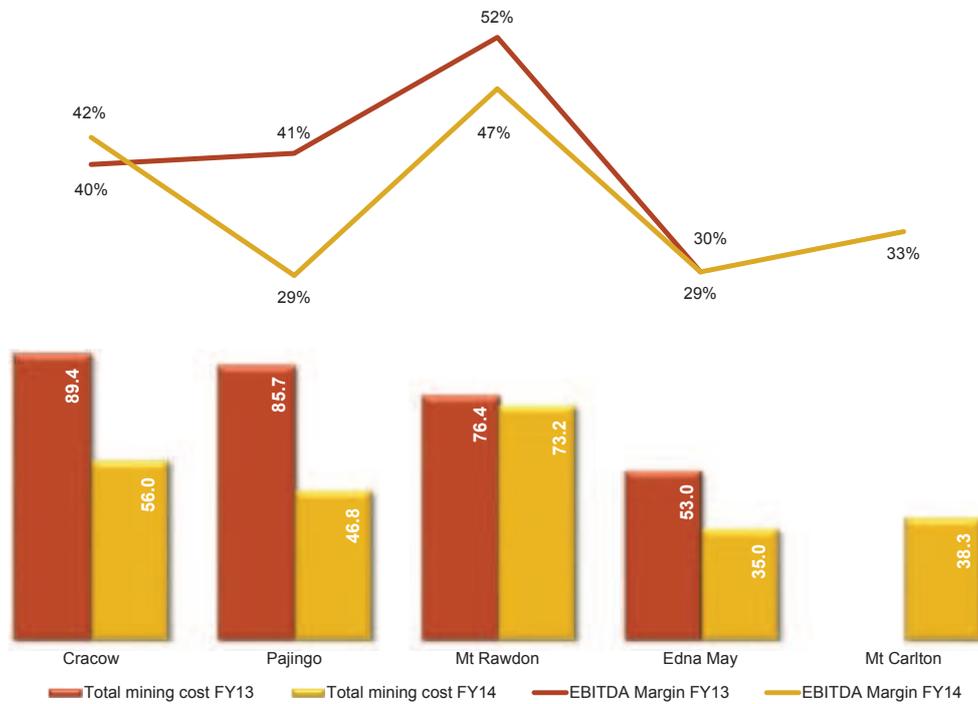


# Review of Operations

## Adapting to change

Our operations responded to a lower gold price environment with cost saving initiatives, productivity and efficiency improvements, and technology to deliver positive cash flow in FY14.

Mining costs and EBITDA margins FY14 vs FY13 (A\$M)



**Note:** Mt Carlton commercial production declared on 1 July 2013

Maintaining margins in a lower gold price environment

# Review of Operations (continued)

## Our mines

Our portfolio of mines provides a level of operational stability and predictability that single mine companies find very hard to achieve.

### Cracow

Total gold production for FY14 was 95,064oz at an average cash cost of A\$728/oz which was well above production guidance of 82,500 – 90,000oz and well below the bottom end of cost guidance of A\$840 – A\$890/oz. The lower than expected cash cost was a result of the move to owner-miner making a difference sooner than expected.

#### Highlights included:

- Successful transition to owner-miner - A\$18M saving in FY14
- Improved efficiency following the introduction of new equipment in FY13 (two Atlas 6020 trucks, two jumbos, two loaders)
- Manning numbers reduced across mining and processing

### Pioneering a new escape-way design at Cracow

An innovative escape-way system was designed and installed at Cracow through collaboration amongst our team, led by our Senior Production Engineer Ben Hawkins, and Safescape. The system is cheaper than a traditional winder cage with estimated savings of around A\$2M.



# Review of Operations (continued)

## Pajingo

During the first half of FY14, Pajingo was restructured to be a leaner, more efficient operation with a move to campaign milling and a focus on underground mining only. The second half of FY14 saw a more consistent performance, with a strong focus on capital discipline and productivity improvement resulting in lower costs. Total gold production for FY14 was 60,766oz at an average cash cost of A\$894/oz which compares with guidance of 72,500 - 80,000oz at A\$800 - A\$850/oz.

### Highlights included:

- Campaign milling - reduced total milling costs by around 30%
- Improved drill and blast patterns for less dilution and improved fragmentation
- Recycling scrap SAG mill balls from Mt Carlton - A\$280kpa savings
- Collaboration between Pajingo and Cracow for cost savings and better utilisation of resources - for example sharing of mine equipment, knowledge and experience

### Small stoping panels

A shift to smaller stoping panels combined with improved drill and blast practices has significantly reduced dilution and has enabled more efficient mining.



# Review of Operations (continued)

## Mt Rawdon

Our Mt Rawdon gold operation has been in production since 2001 and delivered an outstanding result for the full year, again proving to be one of our most reliable operations. Production for FY14 totalled 103,755oz gold at a cash cost of A\$670/oz, well within production guidance of 95,000 - 110,000oz and well below average cash cost guidance of A\$725 - A\$775/oz.

### Highlights included:

- Productivity improvements through larger blast holes and electronic detonation
- Transitioned to owner-miner 1 July 2014
- Approvals granted for new waste rock dump – cost benefits going forward to be realised from reduced haulage distances
- 40 tonnes of gold produced since mining commenced

### Smarter Drill and Blast at Mt Rawdon

At Mt Rawdon, we achieved cost reductions estimated at A\$5Mpa through our drill and blast optimisation project, through the use of larger diameter (203mm) blast holes, 15m benches (from 10m) and electronic detonation (Unitronic600).



# Review of Operations (continued)

## Edna May

Our current single pit operation at Edna May, Western Australia, commenced gold production in April 2010.

Total gold production for FY14 was 80,165oz at an average cash cost of A\$1,017/oz which compares with guidance of 85,000 – 95,000oz at A\$800 – A\$850/oz. FY14 production was impacted by lower than expected grade and processing plant reliability issues that impacted throughput, especially in the first half of FY14. Plant throughput capacity and reliability improved following the installation of the variable speed drive to the SAG mill in March 2014.

In September 2013, the hedge book was increased to 225,684oz of gold at an average price of A\$1,590/oz to ensure that the mine generates sufficient cash flow to self-fund its near term capital expenditure and to provide an appropriate rate of return on the capital commitment.

### Highlights included:

- Invested in plant improvements and critical spares to improve plant reliability – for example, installation of a variable speed drive to the SAG mill
- More favorable contracts negotiated – power, fuel, lime
- Developed a smartphone App to improve productivity of the mining fleet

## Embracing technology

Mine Manager, Luke Cox, saw an opportunity to improve efficiency by developing a step-change in performance monitoring – using a smart device App. We now capture real-time data via WiFi to a cloud based platform and generate live reporting on the mining fleet's performance using iPhones and iPads to quickly assess equipment utilisation and fleet optimisation. FaceTime is used to communicate between driver, supervisor and maintenance crew to reduce equipment down-time.



# Review of Operations (continued)

## Mt Carlton

Our newest mine, Mt Carlton, significantly outperformed FY14 production and cash cost guidance in its first full year of production with total gold production of 87,952oz gold equivalent, well above production guidance of 65,000 – 75,000oz at an average cash cost of A\$675/oz, well below cash cost guidance of A\$700 – A\$750/oz. This outstanding performance was due to a quicker plant ramp-up and better access to higher grade ore than expected.

Ore was mined from the gold dominant V2 deposit and the smaller silver rich A39 zone. Whilst A39 mining has now ceased, there is potential to mine an additional zone of ore by deepening the pit or by underground development.

### Highlights included:

- Declaration of commercial production on 1 July 2013 and successful ramp-up in FY14
- Successful mining and treatment of V2 and A39 ore
- Successful smelting of V2 and A39 concentrate by our life-of-mine off-take agreement partners in Shandong, China
- Identification of improvement opportunities including throughput, on-stream-analyser metallurgical control, gold recovery from tailings, and concentrate handling

In FY15, we are targeting a reduction in power costs, an increase in mill throughput from 800,000tpa to 900,000tpa and further improvements to the efficiency of the concentrate bagging system.

### Thinking like an owner – mill ball recycling between Mt Carlton and Pajingo

Mt Carlton's processing superintendent Graham Lewis recognised that worn mill balls rejected from the Mt Carlton SAG mill (30 – 60mm) for nil value would be suitable for use in the Pajingo ball mill – better utilising our resources and saving around A\$280Kpa.



## FY14 production

Jul 2013 – Jun 2014	Units	Cracow	Pajingo	Edna May	Mt Rawdon	Mt Carlton	Total / Average
UG ore mined	kt	519	310	-	-	-	829
UG grade mined	g/t	6.12	6.05	-	-	-	6.09
OP capital waste	kt	-	-	968	9,073	2,249	12,289
OP operating waste	kt	-	-	1,084	2,192	2,562	5,837
OP ore mined	kt	-	-	2,101	3,638	893	6,631
OP grade mined	g/t	-	-	1.06	0.97	4.77	1.51
Total ore mined	kt	519	310	2,101	3,638	893	7,460
Total tonnes processed	kt	514	398	2,547	3,574	687	7,720
Grade processed <sup>1</sup>	g/t	6.12	4.96	1.04	0.98	5.80	1.98
Recovery	%	94	96	94	92	85	92
<b>Gold produced<sup>1</sup></b>	<b>oz</b>	<b>95,064</b>	<b>60,766</b>	<b>80,165</b>	<b>103,755</b>	<b>87,952</b>	<b>427,703</b>
Silver produced	oz	87,405	49,606	31,040	108,168	3,173,012	3,449,231
Copper produced	t	-	-	-	-	1,259	1,259
Gold sold	oz	96,765	62,898	78,133	103,501	41,886	383,184
Achieved gold price	A\$/oz	1,416	1,430	1,537	1,414	1,415	1,442
Silver sold	oz	87,405	49,606	31,040	108,168	3,039,852	3,316,072
Achieved silver price	A\$/oz	23	22	22	22	22	22
Copper sold	t	-	-	-	-	1,126	1,126
Achieved copper price	A\$/t	-	-	-	-	7,543	7,543
<b>Cost Summary</b>							
Mining	A\$/oz	447	473	356	289	258	356
Processing	A\$/oz	203	257	558	361	301	336
Administration and selling costs	A\$/oz	106	142	112	70	289	141
Stockpile adjustments	A\$/oz	(9)	41	(1)	(27)	10	(9)
By-product credits	A\$/oz	(21)	(18)	(9)	(23)	(183)	(52)
<b>C1 Cash Cost</b>	<b>A\$/oz</b>	<b>728</b>	<b>894</b>	<b>1,017</b>	<b>670</b>	<b>675</b>	<b>781</b>
<b>All-in Sustaining Cost<sup>2</sup></b>	<b>A\$/oz</b>	<b>1,058</b>	<b>1,291</b>	<b>1,213</b>	<b>854</b>	<b>886</b>	<b>1,083</b>

1. Gold and Mt Carlton payable silver as gold equivalent using a gold to silver ratio of 1:63.2 for the 12 months to June 2014.

2. All-in Sustaining Cost (AISC) includes C1 cash cost plus royalty expense, plus sustaining capital expense, plus general corporate and administration expenses.

**Note:** Some results have been amended from previously reported results due to inventory-related adjustments post June Quarterly Report.

# Chief Financial Officer's Review



It is a privilege to have joined Evolution as the Finance Director and Chief Financial Officer after having spent the past few years as a non-executive director watching the Company form and develop to where it is today. Evolution is now in a wonderful position to build on the foundations of a strong safety culture, committed workforce, stable set of five producing operations and a number of growth opportunities in the discovery field, concurrent with continually improving financial outcomes.

The results Evolution achieved in the 2014 financial year were very pleasing given the difficult year in the gold sector. The business once again delivered on guidance in a year that also saw Mt Carlton successfully brought into commercial production. Significant improvements were made in many key financial metrics including sales, underlying profit, operating costs, capital expenditure, cash, and gearing.

Sales revenue increased by 5% to A\$634.4 million despite a 9% decrease in achieved gold price due to the contribution of a full year of revenue from Mt Carlton and lower operating costs throughout the Group. Gold equivalent production increased by 9% to 427,703 ounces while All-in Sustaining Costs reduced by 12% to A\$1,083 per ounce.

EBITDA of A\$207.6 million was approximately in-line with the prior year while the Group Underlying Net Profit increased 13% to A\$50.017 million. This was achieved through a continued focus on cost reductions and productivity improvements.

The efforts made to reduce costs and improve productivity were particularly evident in that we have been able to maintain or improve our margins in FY14 despite the drop in the gold price and lower production at all of our mines, excluding Mt Carlton. The standout was Cracow where total operating costs were reduced by 20% and mining costs were reduced by 37% while production reduced by 7%. As a result, EBITDA margin at Cracow in FY14 improved from 40% to 42%.

All of Evolution's mines generated positive free cash flow in the period with the five sites generating a combined A\$91.0 million of cash after capital investment. Free cash flow of A\$44.3 million was generated by the Group in FY14 after investment in exploration and corporate costs. Evolution remains well positioned to comfortably service debt and return funds to shareholders via dividends. While the efforts across the whole Group to maintain margins in the last twelve months have been pleasing, we know there is more work to be done and also believe that the industry as a whole has not seen the bottom of the cost cycle.

Group capital expenditure decreased by 59% to A\$154.4 million as the investment in the Mt Carlton project construction was completed, and all assets reprioritised or rescheduled capital expenditure and waste movement as part of a programme to ensure positive cash generation. Importantly this growth capital spend in FY13 generated a solid amount of cash in year one of commercial production.

Evolution ended the period in a strong financial position with cash at bank of A\$31.6 million and A\$73.2 million of undrawn credit on the A\$200 million loan facility. The Company's gearing ratio of 12% at 30 June 2014 is modest relative to Evolution's record of predictable performance, diversified operating portfolio and production outlook. At year-end the Company had 164,319 ounces remaining in its hedge book at an average deliverable price of A\$1,597/oz out to June 2016.

Evolution is forecasting Group production in FY15 of 400,000 – 440,000 ounces gold equivalent at All-in Sustaining Cost in the range of A\$1,050/oz – A\$1,130/oz.

In conclusion, the 2014 financial year for Evolution was a year focussed on cash generation via cost reduction, productivity improvement and asset optimisation. These areas will continue to remain of the highest priority so as to allow ongoing strengthening of the balance sheet and provide improved returns to shareholders.

A handwritten signature in black ink, appearing to read 'Lawrie Conway', written in a cursive style.

**LAWRIE CONWAY**  
FINANCE DIRECTOR and CHIEF FINANCIAL OFFICER

## FY15 outlook

Evolution is forecasting Group production in FY15 of 400,000 – 440,000 ounces gold equivalent. Group C1 cash costs are expected to be in the range of A\$750/oz – A\$820/oz and Group All-in Sustaining Costs (AISC) are expected to be in the range of A\$1,050/oz – A\$1,130/oz. The production forecast is similar to the result achieved in FY14 and reflects steady-state production at all operations. Our operating cost forecasts show a reduction on prior year guidance; reflecting the on-going focus on cost saving initiatives and the results of initiatives implemented in the past 12 months.

At an AUD:USD exchange rate of 0.925 our costs are globally competitive and equate to C1 cash costs of US\$695/oz to US\$760/oz and AISC of US\$970/oz to US\$1,045/oz.

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

Guidance FY15	Gold Equivalent Production (oz)	C1 Cash Costs (A\$/oz)	All-in Sustaining Cost (A\$/oz)
Cracow	90,000 – 95,000	660 – 730	1,000 – 1,080
Pajingo	65,000 – 72,500	700 – 770	1,050 – 1,120
Mt Rawdon	100,000 – 110,000	660 – 730	880 – 950
Edna May	80,000 – 90,000	980 – 1,060	1,120 – 1,200
Mt Carlton	65,000 – 72,500	760 – 840	1,020 – 1,100
Corporate	-	-	50
<b>Group</b>	<b>400,000 – 440,000</b>	<b>750 – 820</b>	<b>1,050 – 1,130</b>

Expenditure on sustaining capital in FY15 is forecast to be in the range of A\$55 – A\$75M. This is similar to FY14 expenditure of A\$58M.

Investment in growth (major project) capital and discovery is additional to the costs included in AISC. Investment in major capital in FY15 is forecast to be in the range of A\$80 – A\$100M and exploration expenditure is expected to total approximately A\$20 million. These costs are equivalent to approximately A\$260/oz but this includes discretionary projects that can be reduced or rescheduled if required.

The bulk of the major capital expenditure is associated with the open pit cutbacks at Mt Rawdon (approximately 10Mt of waste) and Edna May (approximately 6Mt of waste). These cutbacks have been classified as major capital projects as the expenditure will provide access to ore later in the mine life (i.e. beyond FY15). Waste stripping related to ore accessed in FY15 is expensed. This treatment matches the treatment adopted for accounting purposes (in accordance with IFRIC 20).

In FY15 the total waste and ore movement equates to strip ratios at Mt Rawdon and Edna May of 4.8:1 and 4.6:1 respectively which includes the cutback material. This is well above the remaining life-of-mine strip ratios for these mines of 1.8:1 and 2.3:1 respectively.

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

Guidance FY15	Sustaining Capital (A\$M)	Major Capital (A\$M)
Cracow	20 – 25	5 – 7.5
Pajingo	15 – 20	5 – 7.5
Mt Rawdon	10 – 15	35 – 40
Edna May	5	20 – 25
Mt Carlton	5 – 10	15 – 20
<b>Group</b>	<b>55 – 75</b>	<b>80 – 100</b>

## FY15 outlook (continued)

Since mid-2013 the strategic focus of Evolution's exploration efforts has been to build a platform for step-change transformational discovery. Recent work has focussed primarily on building 4D models supported by 2D and 3D seismic, to interrogate large historical databases to improve area selection and the location of specific drill targets. The objective is to increase the likelihood of exploration success, shorten the timeframe, and decrease the cost and number of drill holes to make new discoveries. With this work now coming to fruition, a significant increase in the amount of drilling is expected in FY15. Exploration expenditure is expected to total approximately A\$20 million in FY15.

All of our mines are expected to be cashflow positive at a gold price of A\$1,400/oz in FY15. At a gold price forecast of A\$1,400/oz, Evolution is able to deliver on all of its scheduled capital and financing commitments and continue to fund its innovative dividend policy based on 2% of gold equivalent sales revenue.

The guidance provided in the tables above relies on certain definitions and assumptions as 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.

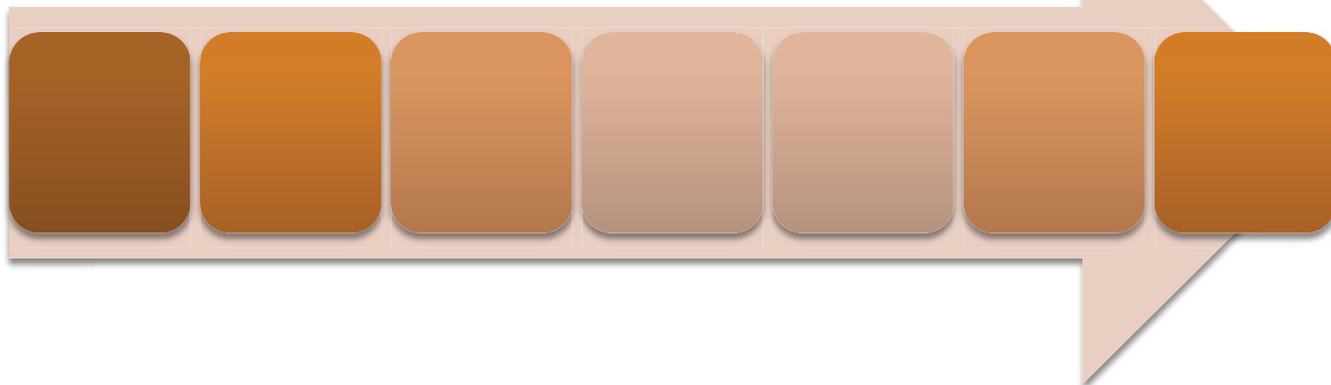
All-in Cost (AIC) – is made up of the AISC plus growth (major project) capital and discovery expenditure.

### Assumptions:

- Cracow, Pajingo, Mt Rawdon and Edna May production guidance refers only to gold production (i.e. silver production has not been included as a gold equivalent co-product but accounted for as a by-product). A silver price of A\$23/oz is assumed for the by-product calculation.
- Mt Carlton produces two distinct precious metal concentrates, a gold-silver-copper concentrate from the V2 deposit and a silver-copper concentrate from the A39 deposit. Mining of the A39 deposit has now ceased and A39 stockpiled ore will continue to be treated through to the end of August 2014. Thereafter, production will come entirely from the V2 deposit. Mt Carlton is forecast to produce approximately 52,500 – 60,000 ounces of payable gold from the V2 deposit and approximately 740,000 ounces of payable silver from the A39 deposit in FY15. Mt Carlton production guidance shown earlier in this section refers to payable metal (i.e. after smelter deductions) and sums the gold produced from the V2 deposit and the silver produced from the A39 deposit after converting A39 silver production to a gold equivalent figure (on the basis of a commodity price ratio of A\$1,400/oz for gold and A\$23/oz for silver).
- Mt Carlton cash cost guidance is based on total cash operating costs across the V2 and A39 deposits, less by-product credits from silver and copper in the V2 concentrate and copper in the A39 concentrate, divided by the gold equivalent production figure. A silver price of A\$23/oz and a copper price of A\$3.30/lb are assumed for by-product credits.



# Discovery



## Discovery strategy

- Target transformational discoveries through brownfields and greenfields exploration
- Recognise intrinsic potential of early stage projects - use science and technology for superior target generation
- Acquire or establish joint ventures with juniors with highly prospective projects

Since mid-2013 the strategic focus of our exploration efforts has been to build a platform for step-change transformational discovery. In FY14, work focussed 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. We commenced drill testing concepts emerging from the 4D studies at Cracow, Pajingo and Mt Carlton.

At Pajingo and Cracow, drilling along the 2D seismic lines showed that zones of clay alteration spatially associated with mineralised faults and the larger epithermal system can be accurately interpreted from the seismic sections. The 4D studies and the direct capabilities of 2D and 3D seismic highlighted a number of high-quality exploration targets that will be drill tested in FY15.

We also completed a 3D seismic survey at Pajingo which will result in a high-resolution seismic cube, within which fault geometries, stratigraphy and, potentially, alteration may be mapped. The objectives are to map the 3D seismic surveys focussed on the south-eastward extension of the Vera-Nancy fault beyond the Jandam and Zed orebodies and better define the structures that control the gold-silver mineralisation at Moonlight, Lynne and Io. This will see drilling commence early in FY15 within the area of the 3D survey.

At Cracow, we completed a 3D seismic survey and processing of 3D data over the Royal-Phoenix vein system. In addition 14.8km of 2D seismic was acquired and processed. The 4D study included the building of a paleostress model. The knowledge from this work combined with fault mapping from the 3D seismic survey will help target zones of dilation on the interpreted faults.

Our near mine exploration at Cracow to test the 400m gap between Empire South lode and Coronation lode successfully intersected gold mineralisation and the structure is now referred to as the Imperial lode. Further drilling with the aim of defining an initial resource is planned in FY15. At Mt Carlton, extensive alteration and litho-geochemistry studies were completed during FY14. Areas with potential for high-sulphidation epithermal mineralisation have been prioritised for further exploration. Group exploration expenditure is expected to total approximately A\$20 million in FY15.

## Discovery (continued)

### Investing in leading technology to fast track discovery

Evolution has engaged HiSeis Pty Ltd to collect and process high resolution seismic reflection data at the Cracow and Pajingo mine sites. Analysis and interpretation of this data is providing direct targets for potential mineralisation. We believe that globally, we are the first company to apply this technique to directly target epithermal vein systems.

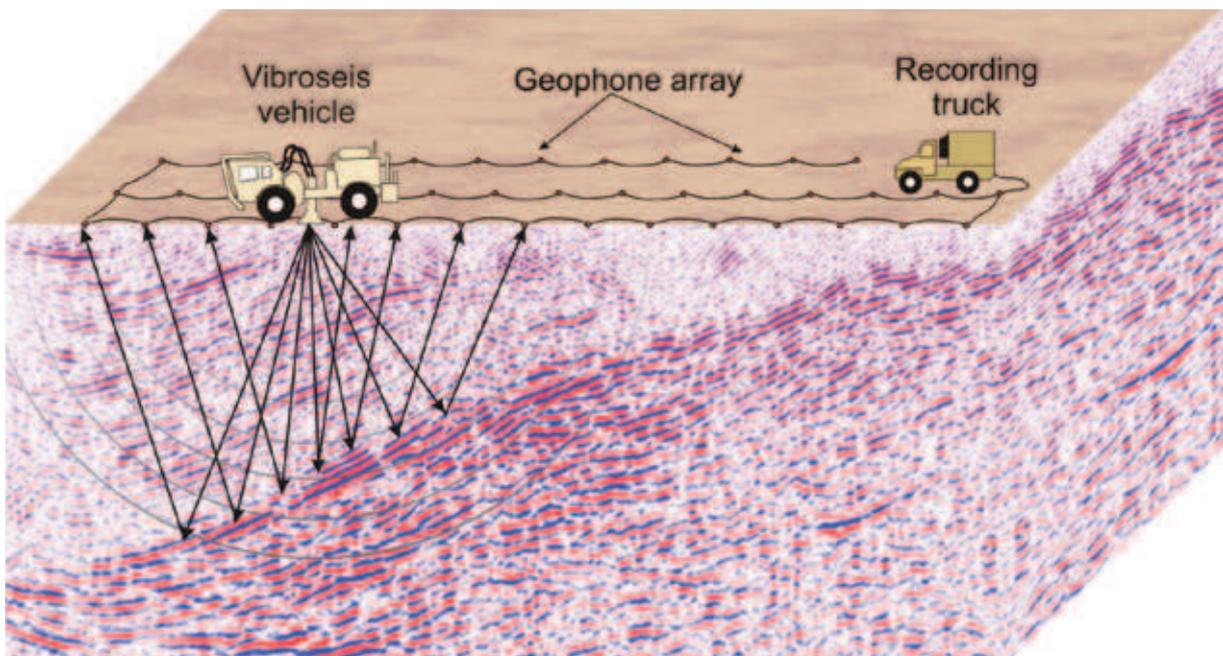
The use of 2D and 3D seismic technology allows explorers to look deeper than historically possible, more than two kilometres underground, and map geological environments suitable for mineralisation. Sound waves are sent into the ground and the reflected energy is recorded at the surface using an array of geophones. Advanced processing of this data produces a high resolution, three-dimensional representation of the geology and the mineral-bearing structures.

Evolution's 4D studies bring all geophysical, geological and geochemical data together and we add the fourth dimension, geological time, to pinpoint areas with a higher probability for gold discovery.

At Mt Carlton, our exploration geologists use portable, field-based infrared spectrometers to identify alteration minerals to produce alteration maps. This enables them to navigate within the alteration zones toward the bullseye - a gold deposit.

### Tennant Creek (earning 65% in stage 1)

In June 2014, we entered into a farm-in and joint venture arrangement with Emmerson Resources Ltd (ASX: ERM) over the Tennant Creek gold-copper project located in central Northern Territory, Australia. The Tennant Creek Mineral Field is historically one of Australia's highest grade gold and copper fields, having produced more than 5.5Moz of gold and 470,000t of copper from a variety of deposits, many of which are located within Emmerson Resources' tenement portfolio. We believe that the application of new technology and innovative exploration techniques over the Tennant Creek gold-copper project area could uncover many more high-grade gold and copper deposits.



# Environmental responsibility

## Evolution achieved outstanding environmental performance across all of its sites

This year we focussed on enhancing environmental stewardship through the development and implementation of Evolution Environmental Protocols and Life of Mine Environmental Management Plans (LoMEMP) across all project sites.

The Evolution Environmental Protocols consist of eleven standards of best practice management in key business risk areas, such as Waste Rock Management, Cyanide Management and Mine Closure and Rehabilitation. All of our sites and workplaces are required to meet the protocol requirements, which are audited on a regular basis by an independent third party.

We believe we have an obligation to not only achieve legislative compliance but to strive for best practice and to meet the expectations of the communities we operate within and are part of. Implementing our Environmental Protocols holds us to a higher standard of environmental performance and creates a clear and open community accountability framework.

LoMEMPs are developed to align production targets with environmental management aspects like approvals and progressive rehabilitation and closure planning. Every site's LoMEMP is reviewed and revised annually in-line with the production of our life of mine plans.

Other Group-wide environmental initiatives either commenced or completed in FY14 included:

- Implementing an environmental data management system to enhance compliance and governance
- Developing an investigation and management strategy across operational legacy issues
- Rolling out environmental extension campaigns
- Reviewing the rehabilitation bonds

Progressive rehabilitation activities have occurred at all operations over the past financial year, and included:

- Edna May – Integrated Waste Landform and Southern Waste Rock Dump
- Mt Carlton – Stockpile and borrow areas
- Pajingo – Venue/VNU laydown and waste rock stockpile areas
- Cracow – Historical mining disturbance and exploration
- Mt Rawdon – The Northern Waste Rock Dump lower benches

We have complied with the Commonwealth National Pollution Inventory, National Greenhouse and Energy Reporting and Energy Efficiency Opportunities reporting requirements during the year.

We are proud of our performance and are thrilled we are finalists of the West Australian Department of Mines and Petroleum, 2014 Golden Gecko Award for Environmental Excellence. We have been recognised for the work we are doing to protect and secure the future of one of Australia's rare plants, the *Eremophila resinosa*. We have teamed with Kings Park Botanical Gardens in Western Australia to develop a translocation and cultivation program.

### We are a finalist in the Golden Gecko awards

Evolution joined the shortlist of six finalists for the 2014 Golden Gecko award for environmental excellence in Western Australia for Edna May's horticultural relocation program to protect the rare species *Eremophila resinosa* during mine expansion.





# Community spirit

Evolution strives to build relationships with our community stakeholders based on trust, mutual respect and genuine partnership. We understand that the success of our operations is closely linked to the way in which we interact with our communities.

As we are a relatively new face in our communities, a priority for Evolution in FY14 was to understand what it means to be a good neighbour and a valued member of the community. We sought feedback from 150 stakeholders on our current level of engagement and contribution and on opportunities for improvement. We responded by developing plans at each site which target identified areas, including:

- Refining our community engagement, communication and response to matters raised
- Enhancing indigenous cultural awareness
- Contributing to local business and economic development
- Supporting youth education and career development

Evolution is committed to working with our communities to achieve their future aspirations and we are currently working with our stakeholders to identify potential shared value projects. These projects aim 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.

In addition to our shared value projects, we continued to support our communities through sponsorship of and donations to local events and initiatives.

Highlights in FY14 included:

- At Edna May, our strong commitment to the nearby community of Westonia was demonstrated by: a 30% improvement in local employment; sponsorship of a landmark tourist attraction (the Hood-Penn Museum); offered mine tours as part of Westonia's 100 year celebrations; and the provision of infrastructure for supply of waste water to irrigate the town's oval
- Indigenous training programmes continued to be provided at our mine sites – for example, at Cracow, 23 indigenous youths from the Wulli Wulli People have completed training courses at Cracow since 2005
- Our partnership at Pajingo with the Metal Mates programme delivered A\$27,000 to the Townsville Children's Hospital to purchase rehabilitation equipment
- Support for 'Women of the Bush' programme at Charters Towers providing support to those affected by drought in partnership with Frontier Services
- School partnerships at Mt Rawdon Operations delivered multiple school tours, classroom visits and participation in the regional Technology Challenge
- Evolution is a major sponsor and partner in the Annual Mt Perry Family Fun Day and Truck Pull that raises over A\$20,000 annually going directly to mental health, first aid, and suicide prevention initiatives in the district. With our support, 260 councillors have been trained in the region over the past ten years
- Bolstering of local emergency services by providing support to those landholders isolated from hospitals and medical services – at Mt Carlton, the nearest hospital is 200km away



# Mineral Resources and Ore Reserves

Our Group Ore Reserves current as at 31 December 2013 are estimated at 52 million tonnes at 1.6 g/t AuEq for 2.62 million ounces gold equivalent, a decrease of approximately 0.95 million ounces compared with the estimate at 31 December 2012 of 75.9 million tonnes at 1.5 g/t AuEq for 3.57 million ounces gold equivalent. The change is predominantly a result of depletion by mining, using more conservative economic parameters and modelling techniques. The main changes were at Edna May and Pajingo where the resource category of mineralisation peripheral to the main ore bodies has been downgraded pending additional drilling and geological modelling (i.e. material previously included in Indicated Resources was downgraded to Inferred and therefore did not qualify for inclusion in the Ore Reserve estimate).

Our current infill drilling programmes to convert Mineral Resources to Ore Reserves are focussed on increasing the confidence in each resource category by using drill spacing appropriate to the lode geometry and complexity. We are confident that significant Mineral Resources and Ore Reserves will be added to the Group inventory as a result of this work.

The Pajingo and Cracow underground mines have a long history of reserve replacement. Evolution remains confident in the long-term future of these mines given the current Mineral Resource inventory, the nature of the geology and the historic high conversion rate of Mineral Resources to Ore Reserves. Both mines continue to maintain robust 5 year life-of-mine plans, which is typical of the way these mines have operated for many years.

Our Group Mineral Resources current as at 31 December 2013 are estimated at 107 million tonnes at 1.7g/t AuEq for 5.70 million ounces gold equivalent, a decrease of approximately 1.99 million ounces compared with the estimate at 31 December 2012 of 148 million tonnes at 1.6g/t AuEq for 7.69 million ounces gold equivalent. The change is predominantly a result of depletion by mining and also a more stringent application of economic constraints appropriate to the type of individual orebody concerned. The updated open pit Mineral Resources are now constrained by optimised pit shells constructed according to a long-term gold price assumption of A\$1,800 per ounce. Previously, most of the Group Mineral Resources were not constrained. This change has impacted Edna May and Mt Carlton. The reportable Mineral Resource has decreased by 945koz gold equivalent as a result of this change, however, it is important to note that the underlying potential to convert Mineral Resources to Ore Reserves with additional drilling and economic studies has not changed materially. The update also reflects an improved geological understanding of the controls on mineralisation within new areas mined over the update period.

Mineral Resources are reported inclusive of Ore Reserves and includes all exploration and resource definition drilling information up to 31 December 2013 and has been depleted for mining to 31 December 2013. Commodity price assumptions used to estimate Ore Reserves are similar to those used previously:

- Gold: A\$1,350/oz
- Silver: A\$22.00/oz
- Copper: A\$3.00/lb

The Mineral Resources and Ore Reserves statement has 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 Resource and Ore Reserve summaries are tabulated on the following pages.

We conduct regular internal and external reviews of Mineral Resource and Ore Reserve estimation procedures to check the quality and integrity of these procedures. External specialists are also regularly commissioned to conduct independent reviews of Mineral Resource and Ore Reserve estimation procedures and results. The reviews have not identified any material issues with these procedures or results. Recommendations from external specialists are incorporated into information capture and estimation procedures to ensure continuous improvement.

# Mineral Resources and Ore Reserves (continued)

DECEMBER 2013 GROUP ORE RESERVE STATEMENT											
Gold			Proved			Probable			Total Reserve		
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)
Cracow <sup>1</sup>	Underground	3.5	0.36	7.3	83	1.00	5.5	176	1.36	5.9	260
Pajingo <sup>1</sup>	Underground	3.3	0.18	7.1	40	0.60	6.0	114	0.77	6.2	155
Edna May <sup>1</sup>	Open-Pit	0.5	-	-	-	11.35	1.1	402	11.35	1.1	402
Mt Carlton <sup>1</sup>	Open-Pit	0.9	0.19	1.6	10	7.11	3.0	695	7.30	3.0	705
Mt Rawdon <sup>1</sup>	Open-Pit	0.3	0.76	0.5	12	29.80	0.9	850	30.56	0.9	862
<b>Total</b>			<b>1.48</b>	<b>3.1</b>	<b>146</b>	<b>49.86</b>	<b>1.4</b>	<b>2,237</b>	<b>51.34</b>	<b>1.5</b>	<b>2,383</b>

Silver			Proved			Probable			Total Reserve		
Project	Type	Cut-Off	Tonnes (Mt)	Silver Grade (g/t)	Silver Metal (koz)	Tonnes (Mt)	Silver Grade (g/t)	Silver Metal (koz)	Tonnes (Mt)	Silver Grade (g/t)	Silver Metal (koz)
Mt Carlton <sup>1</sup>	Open-Pit	*	0.45	50	722	7.52	37	8,841	7.97	38	9,563
<b>Total</b>			<b>0.45</b>	<b>50</b>	<b>722</b>	<b>7.52</b>	<b>37</b>	<b>8,841</b>	<b>7.97</b>	<b>38</b>	<b>9,563</b>

Copper			Proved			Probable			Total Reserve		
Project	Type	Cut-Off	Tonnes (Mt)	Copper Grade (%)	Copper Metal (kt)	Tonnes (Mt)	Copper Grade (%)	Copper Metal (kt)	Tonnes (Mt)	Copper Grade (%)	Copper Metal (kt)
Mt Carlton <sup>1</sup>	Open-Pit	*	0.45	0.3	1.6	7.52	0.28	21.3	7.97	0.3	23
<b>Total</b>			<b>0.45</b>	<b>0.3</b>	<b>1.6</b>	<b>7.52</b>	<b>0.28</b>	<b>21.3</b>	<b>7.97</b>	<b>0.3</b>	<b>23</b>

Gold Equivalence	Tonnes (Mt)	Gold Equiv. Grade (g/t)	Gold Grade (g/t)	Silver Grade (g/t)	Copper Grade (%)	Gold Equiv. Metal (koz)	Gold Metal (koz)	Silver Metal (koz)	Copper Metal (kt)
Proved	1.76	2.83	2.57	10.71	0.07	163	146	722	2
Probable	50.31	1.49	1.38	5.47	0.04	2,462	2,237	8,841	21
<b>Total</b>	<b>52.07</b>	<b>1.57</b>	<b>1.42</b>	<b>5.64</b>	<b>0.04</b>	<b>2,625</b>	<b>2,383</b>	<b>9,563</b>	<b>23</b>

## General Notes:

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.

<sup>1</sup> Includes stockpiles

\* Combined figure for V2 using 0.90g/t Au cut-off and A39 using 53g/t Ag cut-off

## Notes relevant to the gold equivalence calculation for silver and copper in the Mt Carlton Ore Reserve:

The calculation is based on commodity prices of A\$1,350/oz for gold, A\$22.00/oz for silver and A\$3.00/lb for copper.

The calculation uses metallurgical recovery to concentrate of 89.0% for gold, 91.0% for silver and 91.0% for copper at V2 and 88.0% for silver and 92.0% for copper at A39 - based on recent plant performance.

AuEq for Silver = ((Price Ag per oz x Ag Recovery)/(Price Au per oz)) x Ag grade.

AuEq for Copper = ((Price Cu per lb x 2204.623) x (Cu Recovery)) / ((Price Au per oz / 31.1034768) x (Cu Grade / 100)). Using a conversion factor of 1 Troy Ounce = 31.1034768 grams.

All the elements included in the gold equivalent calculation (i.e. silver and copper) have been recovered and sold and there is a reasonable potential that this will continue to be the case.

# Mineral Resources and Ore Reserves (continued)

DECEMBER 2013 GROUP MINERAL RESOURCE STATEMENT														
Gold			Measured			Indicated			Inferred			Total Resource		
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)	Tonnes (Mt)	Gold Grade (g/t)	Gold Metal (koz)
<b>Cracow<sup>1</sup></b>	<b>Total</b>	<b>2.8</b>	<b>0.33</b>	<b>9.6</b>	<b>103</b>	<b>1.09</b>	<b>7.6</b>	<b>265</b>	<b>2.01</b>	<b>5.5</b>	<b>356</b>	<b>3.43</b>	<b>6.6</b>	<b>724</b>
Pajingo	Open-Pit	0.5	-	-	-	-	-	-	0.32	1.2	12	0.32	1.2	12
Pajingo <sup>1</sup>	Underground	2.5	0.11	13.1	46	2.68	6.6	564	1.74	5.4	301	4.51	6.3	911
<b>Pajingo</b>	<b>Total</b>		<b>0.11</b>	<b>13.1</b>	<b>46</b>	<b>2.68</b>	<b>6.6</b>	<b>564</b>	<b>2.06</b>	<b>4.7</b>	<b>313</b>	<b>4.84</b>	<b>5.8</b>	<b>923</b>
Edna May <sup>1</sup>	Open-Pit	0.4	-	-	-	26.80	1.0	834	2.90	0.9	84	29.70	1.0	919
Edna May	Underground	3.0	-	-	-	-	-	-	1.30	5.4	226	1.30	5.4	226
<b>Edna May</b>	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>26.80</b>	<b>1.0</b>	<b>834</b>	<b>4.24</b>	<b>2.3</b>	<b>310</b>	<b>31.00</b>	<b>1.1</b>	<b>1,145</b>
Mt Carlton	Open-Pit	0.35	-	-	-	10.4	2.4	807	-	-	-	10.40	2.4	807
Mt Carlton	Underground	2.5	-	-	-	-	-	-	0.77	4.7	115	0.77	4.7	115
Mt Carlton	Stockpile		0.19	1.6	9.69	-	-	-	-	-	-	0.19	1.6	10
<b>Mt Carlton</b>	<b>Total</b>		<b>0.19</b>	<b>1.6</b>	<b>9.69</b>	<b>10.40</b>	<b>2.4</b>	<b>807</b>	<b>0.77</b>	<b>4.7</b>	<b>115</b>	<b>11.36</b>	<b>2.5</b>	<b>932</b>
<b>Mt Rawdon<sup>1</sup></b>	<b>Total</b>	<b>0.23</b>	<b>0.76</b>	<b>0.5</b>	<b>12</b>	<b>42.40</b>	<b>0.8</b>	<b>1,060</b>	<b>7.94</b>	<b>0.6</b>	<b>162</b>	<b>51.10</b>	<b>0.8</b>	<b>1,234</b>
Twin Hills <sup>*</sup>	Open-Pit	0.5	-	-	-	-	-	-	3.06	2.1	204	3.06	2.1	204
Twin Hills <sup>*</sup>	Underground	2.3	-	-	-	-	-	-	1.56	3.9	194	1.56	3.9	194
<b>Twin Hills<sup>*</sup></b>	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4.62</b>	<b>2.7</b>	<b>399</b>	<b>4.62</b>	<b>2.7</b>	<b>399</b>
<b>Total</b>			<b>1.19</b>	<b>4.5</b>	<b>171</b>	<b>83.36</b>	<b>1.3</b>	<b>3,530</b>	<b>21.60</b>	<b>2.4</b>	<b>1,655</b>	<b>106.35</b>	<b>1.6</b>	<b>5,356</b>

Silver														
			Measured			Indicated			Inferred			Total Resource		
Project	Type	Cut-Off	Tonnes (Mt)	Silver Grade (g/t)	Silver Metal (koz)	Tonnes (Mt)	Silver Grade (g/t)	Silver Metal (koz)	Tonnes (Mt)	Silver Grade (g/t)	Silver Metal (koz)	Tonnes (Mt)	Silver Grade (g/t)	Silver Metal (koz)
Mt Carlton	Open-Pit V2	0.35	-	-	-	10.40	23	7,690	-	-	-	10.40	23.0	7,690
Mt Carlton	Underground V2	2.5	-	-	-	-	-	-	0.77	15	371	0.77	15.0	371
Mt Carlton	Open-Pit A39	53 *	-	-	-	0.55	260	4,598	-	-	-	0.55	260	4,598
Mt Carlton	Stockpile		0.45	50	722	-	-	-	-	-	-	0.45	72	722
<b>Total</b>			<b>0.45</b>	<b>50</b>	<b>722</b>	<b>10.95</b>	<b>35</b>	<b>12,288</b>	<b>0.77</b>	<b>15</b>	<b>371</b>	<b>12.3</b>	<b>34</b>	<b>13,381</b>

Copper														
			Measured			Indicated			Inferred			Total Resource		
Project	Type	Cut-Off	Tonnes (Mt)	Copper Grade (%)	Copper Metal (kt)	Tonnes (Mt)	Copper Grade (%)	Copper Metal (kt)	Tonnes (Mt)	Copper Grade (%)	Copper Metal (kt)	Tonnes (Mt)	Copper Grade (%)	Copper Metal (kt)
Mt Carlton	Open-Pit V2	0.35	-	-	-	10.40	0.3	28	-	-	-	10.40	0.3	28
Mt Carlton	Underground V2	2.5	-	-	-	-	-	-	0.77	0.3	3	0.77	0.3	3
Mt Carlton	Open-Pit A39	53 *	-	-	-	0.55	0.26	1	-	-	-	0.55	0.26	1
Mt Carlton	Stockpile		0.45	0.3	1.6	-	-	-	-	-	-	0.45	0.3	2
<b>Total</b>			<b>0.45</b>	<b>0.3</b>	<b>1.6</b>	<b>10.95</b>	<b>0.3</b>	<b>29</b>	<b>0.77</b>	<b>0.3</b>	<b>3</b>	<b>12.3</b>	<b>0.28</b>	<b>34</b>

Gold Equivalence	Tonnes (Mt)	Gold Equiv. Grade (g/t)	Gold Grade (g/t)	Silver Grade (g/t)	Copper Grade (%)	Gold Equiv. Metal (koz)	Gold Metal (koz)	Silver Metal (koz)	Copper Metal (kt)
Measured	1.45	3.97	3.66	13.00	0.09	185	171	722	2
Indicated	83.91	1.40	1.31	4.55	0.04	3,843	3,530	12,288	29
Inferred	21.60	2.41	2.38	0.53	0.01	1,672	1,655	371	3
<b>Total</b>	<b>106.96</b>	<b>1.66</b>	<b>1.56</b>	<b>3.86</b>	<b>0.03</b>	<b>5,700</b>	<b>5,356</b>	<b>13,381</b>	<b>35</b>

## General Notes:

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.

<sup>1</sup> Includes stockpiles

\* Ag cut-off for A39

+ Twin Hills has not changed as it is being reported as 2004 JORC Code

## Notes relevant to the gold equivalence calculation for silver and copper in the Mt Carlton Mineral Resource:

The calculation is based on commodity prices of A\$1350/oz for gold, A\$22.00/oz for silver and A\$3.00/lb for copper.

The calculation uses metallurgical recovery to concentrate of 89.0% for gold, 91.0% for silver and 91.0% for copper at V2 and 88.0% for silver and 92.0% for copper at A39 - based on recent plant performance.

AuEq for Silver = ((Price Ag per oz x Ag Recovery)/(Price Au per oz)) x Ag grade.

AuEq for Copper = ((Price Cu per lb x 2204.623) x (Cu Recovery)) / ((Price Au per oz / 31.1034768) x (Cu Grade / 100)). Using a conversion factor of 1 Troy Ounce = 31.1034768 grams.

All the elements included in the gold equivalent calculation (i.e. silver and copper) have been recovered and sold and there is a reasonable potential that this will continue to be the case.

## Competent Persons Statement

The information in this statement that relates to the Mineral Resources or Ore Reserves listed in the table below is based on work compiled by the person 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. 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
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	Michael Andrew	Australasian Institute of Mining and Metallurgy
Mt Carlton Ore Reserve	Tony Wallace	Australasian Institute of Mining and Metallurgy
Twin Hills Mineral Resource	Michael Andrew	Australasian Institute of Mining and Metallurgy

# Board of Directors



From left: Colin Johnstone, Graham Freestone, Lawrie Conway, Jake Klein, Tommy McKeith, John Rowe, James Askew

## **Jacob 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 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) and formerly a non-executive director of OceanaGold Corporation, both ASX-listed companies.

## **Lawrie Conway B Bus, CPA**

*Finance Director and Chief Financial Officer*

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. Mr Conway has held a mix of corporate and operational commercial roles within Australia, Papua New Guinea and Chile. He was appointed Finance Director and Chief Financial Officer for Evolution Mining on 1 August 2014.

## Board of Directors (continued)

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

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

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. He has also served on the boards of numerous resource public companies, which currently include OceanaGold Limited (chairman since November 2006) and Asian Mineral Resources (since 2012).

### **Graham Freestone, BEc (Hons)**

*Lead Independent Director and Chair of the Audit Committee*

Mr Freestone has over 40 years' experience in the 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. He was Acacia Resources Limited's Chief Financial Officer and Company Secretary from 1994 until 2001. From 2001 to 2009 he was a non-executive director of Lion Selection Limited and its Audit Committee Chair (2001-2009) and Catalpa Resources Limited (Director and Chair of the Audit and Risk Committee) (2009-2011).

### **Colin Johnstone, BEng (Mining)**

*Non-Executive Director, Member 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. Mr Johnstone was formerly Vice-President of Operations and Chief Operating Officer at Equinox Minerals Limited, prior to the C\$7.6 billion acquisition by Barrick Gold Corporation. Prior to that role, Mr Johnstone was Chief Operating Officer of Sino Gold Mining 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 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.

### **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 and nickel industries. He has held a variety of positions in mine management, exploration and business development. Mr Rowe was appointed as non-executive director to the Westonia Mines Limited board (being the previous name of Catalpa Resources Limited) on 12 October 2006. Mr Rowe brings a wealth of geological and business development skills to the Company. Mr Rowe is also a non-executive director of Panoramic Resources Limited and was formerly non-executive director of Southern Cross Goldfields Limited.

# Corporate Governance

Evolution has implemented and is committed to the ASX Corporate Governance Council's ("Council") second edition (with 2010 amendments) Corporate Governance Principles and Recommendations and to maintaining a high standard of corporate governance.

Following the release on 31 March 2014 of the third edition of the Council's Corporate Governance Principles and Recommendations, the Company has committed to implementing the third edition in the financial year ended 30 June 2015. Where the Company's corporate governance practices do not meet with all the practices recommended by the Council, or the Board does not consider it practicable or necessary to implement some principles due to the size and stage of development of its operations, the Board's reasoning for any departure is explained.

Set out below are the corporate governance practices of the Company.

## PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

**Recommendation 1.1:** *Companies should establish and disclose the functions reserved to the board and those delegated to senior executives.*

### Role of the Board

The Board is responsible for the governance of the Company and its authority to act is derived from the Constitution and has thereby established the functions reserved to the Board. The role of the Board is to provide overall strategic guidance and effective oversight of management. In fulfilling these duties, the Directors must act in the best interests of the Company as a whole and each member of the Board is committed to spending sufficient time to enable them to effectively carry out their duties as a Director of the Company.

### Responsibilities of the Board and Board Processes

The Board's functions and the functions delegated to Senior Executives are set out in the Board Charter which is available on the Company's corporate governance page on the Company's website at [www.evolutionmining.com.au/companyCorporateGovernance.html](http://www.evolutionmining.com.au/companyCorporateGovernance.html)

The key functions of the Board include:

- adopting a Strategic Plan for the Company
- selecting the Chief Executive Officer ("CEO") (or equivalent)
- adopting clearly defined delegations of authority from the Board to the CEO (or equivalent)
- agreeing key performance indicators with management

- taking steps designed to protect the Company's financial position and its ability to meet its debts and other obligations as they fall due
- establishing and monitoring policies directed to ensuring that the Company complies with the law and conforms with the highest standards of financial and ethical behaviour
- adopting an annual budget for the financial performance of the Company and monitoring results in accordance with its Charter
- determining that the Company has instituted adequate reporting systems and internal controls (both operational and financial) together with appropriate monitoring of compliance activities
- determining that the Company financial reports are true and fair and conform with Australian Accounting Standards
- determining that satisfactory arrangements are in place for auditing the Company's financial affairs and that the scope of the external audit is adequate
- selecting and recommending auditors to shareholders at general meetings
- adopting formal processes for the selection of new Directors and recommending them for the consideration of shareholders at general meetings, with adequate information to allow shareholders to make informed decisions
- reviewing its own processes and effectiveness, and the balance of competence of the Board

In general, the Board is ultimately responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Company. The Board is responsible for establishing the corporate governance standards and management framework. This framework divides the functions of running the Company between the Board, the Executive Chairman and Senior Executives. The Board guides and monitors the business affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable. It is required to do all things that may be necessary to be done in order to carry out the objectives of the Company. The Board delegates authority to Senior Executives to carry out delegated duties in support of the objectives of the Company. It is the role of Senior Executives to manage the Company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

As at the Date of this report the Board has established the following committees to assist it in discharging its functions:

- Audit Committee
- Nomination and Remuneration Committee
- Risk Management Committee

# Corporate Governance (continued)

The Board holds regular meetings and is expected to meet periodically throughout the year. Timetables for Board and Committee meetings are agreed annually in advance. Directors' attendance at meetings this year is set out in the Directors' Report section of this Annual Report. Information for the Board meeting is prepared and circulated in advance. Senior Executives are regularly involved in Board discussions.

**Recommendation 1.2:** *Companies should disclose the process for evaluating performance of Senior Executives.*

## Process for evaluating performance of Senior Executives

The Leadership Team comprises the Executive Chairman and the six Senior Executives who report directly to the Executive Chairman. Each Executive is employed under an Executive Service Agreement which sets out the employment terms, duties and responsibilities, remuneration details and the circumstances under which employment can be terminated.

The Board has in place a performance appraisal and remuneration system for the Executive Chairman and Senior Executives designed to enhance performance. Management performance is formally reviewed twice per year. The criterion for the evaluation of the Executive Chairman and Senior Executives and management is their performance against key performance indicators. The performance of Senior Executives, including the Executive Chairman is also periodically assessed by way of a 360 degree appraisal process, where after the results are reviewed and discussed with each Executive. The performance of the Executive Chairman is also monitored and assessed by the members of the Nomination and Remuneration Committee.

## PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

**Recommendation 2.1:** *A majority of the board should be independent directors.*

The Board currently comprises seven Directors, including Mr Klein, who is the Executive Chairman, and Mr Conway, who is the Finance Director. The remaining five Directors are Non-Executive Directors with a mix of commercial, exploration, project development, mining and financial skills and experience. The Board believes that the current composition, diversity of skills and experience is appropriate to effectively review and challenge the performance of management and to exercise independent judgement in discharging their responsibilities and in making decisions.

Each Director has the right of access to all Company information and to Senior Executives. Further, each

Director and the Board collectively, subject to informing the Executive Chairman, has the right to seek independent professional advice from a suitably qualified advisor, at the Company's expense, with the approval of the Executive Chairman, to assist them to carry out their responsibilities. Where appropriate, a copy of this advice is to be made available to all other members of the Board.

Further details about the Directors including skills, experience and term of office are set out in the Directors' Report section of this Annual Report.

The Company recognises the importance of Non-Executive Directors and the external perspective and advice that Non-Executive Directors can offer. It is the approach and attitude of each Non-Executive Director which determines independence and this must be considered in relation to each Director, while taking into account all other relevant factors including whether the Director:

- is a substantial shareholder of the Company or a representative or officer or founding shareholder of a substantial shareholder
- has been employed by the Company in an executive capacity within the last three years
- has been a principal or employee of a material professional advisor or consultant to the Company within the last three years
- has been a substantial supplier or customer of the Company or related bodies corporate
- has a material contractual relationship with the Company
- has any interest, or any business or other relationship which could or could reasonably be perceived to materially interfere with the Independent Non Executive Director's ability to act in the best interests of the Company

Determination of the independence of each Director is made with reference to the factors set out above. The Board is comprised of a majority of independent Directors.

The Board, at least annually, assesses the independence of its Non-Executive Directors. This assessment may occur more than once each year if there is a change in circumstances that may impact upon the independence of a Non-Executive Director. Individual Directors must not participate in assessing their own independence, and must provide to the Board all information relevant to the assessment. In assessing independence, the Board considers all circumstances relevant to determining whether the Non-Executive Director is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with that Director's ability to exercise unfettered and independent judgement on Company issues. Directors are required to take into consideration any potential conflicts of interest when accepting appointments to other boards.

## Corporate Governance (continued)

Directors are initially appointed by the full Board subject to election by shareholders at the next general meeting. Under the Company's constitution the tenure of a Director is subject to reappointment by shareholders not later than the third anniversary following his or her last appointment. There is no maximum age for Directors.

**Recommendations 2.2 and 2.3:** *The Chair should be an independent director and be separate from the role of chief executive officer.*

Mr Klein is the Executive Chairman of the Company. This role requires Mr Klein to operate as the Chairman of the Board and also in the capacity of a role equivalent to a Chief Executive Officer. As a result there is not a clear division of responsibility between these functions. Also, as an Executive Chairman, Mr Klein is not independent of the Company in accordance with Recommendation 2.2 of the ASX Principles and Recommendations. However, the dual role of Mr Klein is balanced by the presence of a clear majority of independent Directors on the Board and the appointment of Mr Graham Freestone as Lead Independent Director. In this role, Mr Freestone chairs the discussions of the Non-Executive Directors and represents the Board and the Company in situations where the Executive Chairman may be conflicted. As such the Board believes Mr Klein is the best person to undertake the Executive Chairman role and does not believe it is necessary at this stage to appoint an Independent Chairman of the Board.

**Recommendation 2.4:** *The Board should establish a nomination committee.*

The Board has established a Nomination and Remuneration Committee. In accordance with its Charter, the Nomination and Remuneration Committee is structured such that it consists of Non-Executive Directors, is chaired by an independent Non-Executive Director and has at least three Non-Executive Directors as members.

The Chairman of the Nomination and Remuneration Committee is Mr Rowe, a Non-Executive Director. The other members of the Committee are Mr Askew and Mr McKeith who both are Non-Executive Directors. Mr McKeith became a member of the Nomination and Remuneration Committee after the 2014 financial year end, following the departure from the Committee by Mr Conway, who joined the Company in an executive capacity on 1 August 2014 as Finance Director and Chief Financial Officer, having previously been a Non-Executive Director.

The role of the Committee is to:

- review and recommend to the Board remuneration policies and packages and terms of employment contracts in relation to certain Executives and Directors
- review and recommend proposals for share plans and incentive programmes
- review and recommend policies on retirement and termination payments for Directors

- identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after assessment of how the candidates can contribute to the strategic direction of the Company
- approve and review induction procedures for new appointees of the Board to ensure that they can effectively discharge their responsibilities
- assess and consider the amount of time required by a Non-Executive Director to properly fulfil their duty to the Company
- consider and recommend to the Board, candidates for election or re-election to the Board at each annual shareholders' meeting
- review Directorships in other public companies held by or offered to Directors and Senior Executives of the Company
- review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board

Details of the number of meetings held and the Directors' attendances are set out in the Directors Report.

**Recommendation 2.5:** *Companies should disclose the process for evaluating the performance of the board, its committees and individual directors.*

The Board regularly reviews its own performance and that of the individual Directors with the most recent review having been conducted during the 2013 calendar year using an independent third party facilitator. The process involved each Director completing a questionnaire which included:

- a self-evaluation component
- an individual feedback component
- the composition of the Board and the Committees
- the effectiveness of the performance of the Board, the Committees and individual Directors.

The results of the review were circulated to all Board members and discussed at a subsequent workshop.

# Corporate Governance (continued)

## PRINCIPLE 3: PROMOTE ETHICAL AND RESPONSIBLE DECISION MAKING

**Recommendation 3.1:** Companies should establish a Code of Conduct and disclose the code or a summary of the code.

The Board has adopted a Board Code of Conduct that deals with:

- obligations under legislation
- personal behaviour
- conflicts of interest
- remuneration, expenses and other benefits
- access to information and records
- trading in Company securities

One of the Board's key aims is to avoid conflicts of interest (both real and apparent) and to ensure that all Board issues receive proper consideration, unfettered by outside influences. If a conflict does exist, there are various courses of action available, depending upon the significance of the conflict.

In addition, as part of its commitment to recognising its legal obligations, the legitimate expectations of stakeholders and promoting practices necessary to maintain confidence in the Company's integrity, the Company has established a Code of Conduct that applies to all Directors, employees and contractors. A copy of the Board Code of Conduct Policy is available on the Company's corporate governance page on the Company's website at [www.evolutionmining.com.au/companyCorporateGovernance.html](http://www.evolutionmining.com.au/companyCorporateGovernance.html).

The code aims to provide guidance on the standards of personal and corporate behaviour and the responsibility and accountability required of the Company's personnel for reporting and investigating unethical practices. The code contains practices necessary to maintain external stakeholders' confidence in the Company's integrity, the practices necessary to take into account their legal obligations and the responsibilities of individuals for reporting and investigating reports of unethical practices.

### Securities Trading Policy

The Company has adopted a Securities Trading Policy for the Directors, Senior Executives, employees, consultants and contractors of the Company which is appropriate for a Company whose shares are admitted to trading on the ASX.

This policy was revised in December 2010 as a result of changes to the ASX Listing Rules applicable to securities trading. In the avoidance of doubt Directors and other employees are directed to consult with the Company Secretary and the Executive Chairman.

A copy of the Securities Trading Policy is available on the Company's corporate governance page on the Company's website at [www.evolutionmining.com.au/companyCorporateGovernance.html](http://www.evolutionmining.com.au/companyCorporateGovernance.html).

**Recommendation 3.2:** Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy.

Evolution is dedicated to growing a rich culture, diverse workforce and a work environment in which every employee is treated fairly, respected and has the opportunity to contribute to business success, while being given the opportunities to realise their full potential as individuals. The Board is committed to having appropriate diversity within the Group.

A copy of the Diversity Policy is available on the Company's corporate governance page on the Company's website at [www.evolutionmining.com.au/companyCorporateGovernance.html](http://www.evolutionmining.com.au/companyCorporateGovernance.html).

**Recommendation 3.3:** Companies should disclose in each annual report the measurable objectives for achieving gender diversity set by the board in accordance with the diversity policy and progress towards achieving them.

The Company's Diversity Policy recommends an inclusive workplace culture that supports gender diversity and includes the following key objectives:

- attract and retain a skilled and diverse workforce that best represents the talent available in the communities in which our assets are located and our employees reside
- promote and maintain a work environment that values and utilises the contributions of employees with diverse backgrounds, experience and perspectives through improved awareness of the benefits of workplace diversity, human resources policies, systems and processes and successful management of diversity
- set measurable objectives for gender diversity which will be monitored and reviewed against this policy and associated procedures
- ensure that succession and talent management processes provide the necessary learning and development opportunities to develop the skills and experience necessary for employees to be considered for advancement to more senior roles, including the executive team and the Board
- ensure appropriate selection criteria based on diverse skills, experience and perspectives is used when hiring new staff, including Board members
- ensure that applicants and employees of all backgrounds are encouraged to apply for, and have fair opportunity to be considered for all available roles
- comply with equal opportunity and anti-discrimination legislation

**Recommendation 3.4:** Companies should disclose in each annual report the proportion of women employees in the company, in senior executive positions and on the board.

## Corporate Governance (continued)

The Nomination and Remuneration Committee is responsible for reviewing and reporting on the relative proportion of males and females in the workforce. At the end of the financial year ended 30 June 2014, the relative proportion of males and females at Board and Senior Management and across the Group is detailed below:

	Male	Female
Board	100%	Nil
Senior Management	84%	16%
Group	89%	11%

### PRINCIPLE 4: SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

**Recommendation 4.1:** *The Board should establish an audit committee.*

The Board has established an Audit Committee to assist the Board to safeguard the integrity of financial reporting. The responsibilities of the Committee are set out in a formal charter approved by the Board. This charter is available on the Company's corporate governance page on the Company's website at [www.evolutionmining.com.au/companyCorporateGovernance.html](http://www.evolutionmining.com.au/companyCorporateGovernance.html).

**Recommendation 4.2:** *The audit committee should be appropriately structured.*

The Audit Committee currently comprises three Non-Executive Directors. Mr Freestone is the Chair of the Audit Committee and an independent Non-Executive Director. Mr McKeith and Mr Johnstone, both Non-Executive Directors, are also members of the Committee. Mr Johnstone became a member of the Audit Committee after the 2014 financial year end, following the departure from the Committee by Mr Conway, who joined the Company in an executive capacity on 1 August 2014 as Finance Director and Chief Financial Officer, having previously been a Non-Executive Director. The composition of the Audit Committee satisfies the Board's requirements in performing the Committee's function given the size and complexity of the business at present. There were no changes to the composition of the Audit Committee during the financial year. The Executive Chairman, the Chief Financial Officer, senior members of the finance team and the external auditor attend Committee meetings at the discretion of the Committee. Other Board members may also attend these meetings.

Further details of the members of the Audit Committee and their attendance at Committee meetings are set out in the Directors' Report section of this Annual Report.

The Committee meets with the external auditor without

executive management on general matters concerning the audit and other matters. The Company Secretary is also the secretary to the Committee and copies of the minutes of the meeting are distributed to the Board ahead of the next full Board meeting. The Chair of the Audit Committee reports to the Board on the Committee's discussions, conclusions and recommendations.

**Recommendation 4.3:** *The audit committee should have a formal charter.*

The Audit Committee operates under a formal Charter approved by the Board. This Charter is available on the Company's corporate governance page on the Company's website at [www.evolutionmining.com.au/companyCorporateGovernance.html](http://www.evolutionmining.com.au/companyCorporateGovernance.html). The Charter sets out the purpose, membership, responsibilities, authority and reporting requirements of the Committee.

The primary responsibilities of the Committee are detailed in Charter and include the following areas:

- Audit
- Reporting
- Financial Risk Management
- Financial Corporate Governance

### PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

**Recommendation 5.1:** *Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclosure of those policies or a summary of those policies.*

The Board has designated the Executive Chairman, Company Secretary and the Vice President Investor Relations as the individuals responsible for overseeing and coordinating disclosure of information to the ASX as well as communicating with the ASX.

The Board has established a written policy for ensuring compliance with ASX listing rule disclosure requirements and accountability at Senior Executive level for that compliance. A copy of the Continuous Disclosure Policy available on the Company's corporate governance page on the Company's website at [www.evolutionmining.com.au/companyCorporateGovernance.html](http://www.evolutionmining.com.au/companyCorporateGovernance.html).

The Board provides shareholders with timely, factual and clear information by applying this policy. The policy includes identifying matters that may have a material effect on the price of the Company's securities, notifying them to the ASX, posting them on the Company's website and issuing media

# Corporate Governance (continued)

releases to enable investors to assess the impact of the information when making investment decisions.

## PRINCIPLE 6: RESPECT THE RIGHTS OF SHAREHOLDERS

**Recommendation 6.1:** *Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclosure of the policy or a summary of that policy.*

The Board respects the rights of its shareholders by promoting effective communication with shareholders and encourages shareholder participation at Annual General Meetings. To facilitate the effective exercise of those rights, the Company has established a Shareholder Communication Policy which is available on the Company's corporate governance page on the Company's website at [www.evolutionmining.com.au/companyCorporateGovernance.html](http://www.evolutionmining.com.au/companyCorporateGovernance.html).

The Board encourages full participation of shareholders at the Annual General Meeting, to ensure a high level of accountability and identification with the Company's strategy and goals. Important issues are presented to the shareholders as single resolutions.

The Company also invites its external auditor to attend the Annual General Meeting and to be available to answer shareholders' questions about the conduct of the audit and the preparation and content of the auditor's report.

The Company conducts conference calls following the release of its quarterly, half year and full year results. The details of the conference call are lodged with the ASX and published on its website. The conference calls are hosted by the Executive Chairman and members of the Senior Executive team and are open for any investor analysts and the media to attend via telephone. Sufficient time is allowed for questions and answers. Shareholders are able to listen to a live audio stream of the conference call which is subsequently uploaded to the Company's website at the conclusion of each conference call and can be accessed at any time.

From time to time, briefings are arranged to give analysts and others who advise shareholders an understanding of the Company's activities. In conducting briefings the Company takes care to ensure that any price sensitive information released is made available to all shareholders (institutional and private) and the market at the same time. These announcements are lodged with the ASX and then posted on the Company's website.

## PRINCIPLE 7: INTERNAL CONTROL AND RISK MANAGEMENT

**Recommendation 7.1:** *Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies.*

The Board has established a Risk Management Committee to oversee the Company's risk management systems, policies, practices and plans on behalf of the Board and report the results of its activities to the Board. The Risk Management Committee currently comprises three Non-Executive Directors. Mr Askew is the Chair of the Risk Management Committee and an independent Non-Executive Director. Mr Rowe and Mr Johnstone, both Non-Executive Directors, are also members of the Committee. Mr Johnstone became a member of the Risk Management Committee following his appointment to the Board on 30 September 2013. The composition of the Risk Management Committee satisfies the Board's requirements in performing the Committee's function given the size and complexity of the business at present. The Executive Chairman and the Chief Operating Officer attend Committee meetings at the discretion of the Committee, along with the General Manager for Health, Safety, Environment and Risk, who is regularly invited to attend and present at these meetings. Other Board members may also attend these meetings.

Further details of the members of the Risk Management Committee and their attendance at Committee meetings are set out in the Directors' Report section of this Annual Report.

The Company Secretary is also the secretary to the Committee and copies of the minutes of the meeting are distributed to the Board ahead of the next full Board meeting. The Chair of the Risk Management Committee reports to the Board on the Committee's discussions, conclusions and recommendations.

The Company is committed to the identification, monitoring and management of material business risks of its activities via its risk management framework. Copies of the Risk Management Policy and the Risk Management Committee Charter are available on the Company's corporate governance page on the Company's website at [www.evolutionmining.com.au/companyCorporateGovernance.html](http://www.evolutionmining.com.au/companyCorporateGovernance.html).

The responsibilities of the Risk Management Committee include oversight of the following areas:

- Health and Safety
- Environment
- Community
- Financial Risk Management
- Operational Risk Management
- Business Risk Management
- Legal and Regulatory Compliance

# Corporate Governance (continued)

**Recommendation 7.2:** *The Board should require management to design and implement the risk management and internal control system to manage the Company's material business risks and report to it whether those risks are being managed effectively. The Board should disclose that management has reported to it as to the effectiveness of the Company's management of its material business risks.*

The Board assumes ultimate responsibility for the oversight and management of material business risks and satisfies itself annually, or more frequently as required, that management has developed and implemented a sound system of risk management and internal control to manage the Company's material business risks.

The Board delegates the detailed work of this task to the Risk Management Committee and the Board periodically reviews this work. A key element in the risk management framework is the reporting by management on the Company's key risks. The Risk Management Committee oversees the adequacy and content of risk reporting from management. Based on reports compiled throughout the year, management prepares an annual summary report to indicate the effectiveness of the Company's management of its material business risks. This report is prepared for the Risk Management Committee but will ultimately be provided to the Board for its review.

**Recommendation 7.3:** *The Board should disclose whether it has received assurance from the Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) that the declaration provided in accordance with Section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.*

## **Attestations by Executive Chairman and Chief Financial Officer**

In accordance with recommendation 7.3 of the ASX Corporate Governance Principles and Recommendations, the Executive Chairman and Chief Financial Officer are required to state in writing to the Board that:

1. The statement given in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control which implements the policies adopted by the Board
2. The Company's risk management and internal control system is operating efficiently and effectively in all material respects in relation to financial reporting risks

The Board receives regular updates from management on whether the Company's material business risks are being managed effectively. A General Manager for Health, Safety, Environment and Risk has overall responsibility for the management, identification, monitoring, reporting and mitigation of environmental, health and safety risks. The management and reporting of risks is communicated by management

to the Executive Chairman and is included in Board pack material at regular Board and Risk Management Committee Meetings.

## **PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY**

**Recommendation 8.1:** *The board should establish a remuneration committee.*

The Company has established a Nomination and Remuneration Committee which has responsibility for the formulation of remuneration policies. The role of the Nomination and Remuneration Committee is set out in a formal charter approved by the Board and is available on the Company's corporate governance page on the Company's website at [www.evolutionmining.com.au/companyCorporateGovernance.html](http://www.evolutionmining.com.au/companyCorporateGovernance.html).

The objectives of the Nomination and Remuneration Committee are to:

- review and recommend appropriate remuneration policies which are designed to enhance Board, Director and Executive performance
- maintain a Board that has an appropriate mix of skills and experience to be an effective decision-making body
- ensure that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance

**Recommendation 8.2:** *The remuneration committee should be structured so that it:*

- consists of a majority of independent directors
- is chaired by an independent director
- has at least three members

The Board has established a Nomination and Remuneration Committee. In accordance with its Charter, the Nomination and Remuneration Committee is structured such that it consists of non-executive Directors, is chaired by an independent Non-Executive Director and has at least three Non-Executive Directors as members.

The Chairman of the Nomination and Remuneration Committee is Mr Rowe, a Non-Executive Director. The other members of the Committee are Mr Askew and Mr McKeith who are both Non-Executive Directors. Mr McKeith became a member of the Nomination and Remuneration Committee after the 2014 financial year end, following the departure from the Committee by Mr Conway, who joined the Company in an executive capacity on 1 August 2014 as Finance Director and Chief

## Corporate Governance (continued)

Financial Officer, having previously been a Non-Executive Director. The role of the Committee is to:

- review and recommend to the Board remuneration policies and packages and terms of employment in relation to certain Executives and Directors
- review and recommend proposals for employee share plans and incentive programmes
- review and recommend policies on retirement and termination payments for Directors
- identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after assessment of how the candidates can contribute to the strategic direction of the Company
- approve and review induction procedures for new appointees of the Board to ensure that they can effectively discharge their responsibilities
- assess and consider the amount of time required to be committed by a Non-Executive Director to properly fulfil his or her duty to the Company and advise the Board
- consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting
- review Directorships in other public companies held by or offered to Directors and senior executives of the Company
- review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board

Details of the number of meetings held and the Director's attendances are set out in this Annual Report.

**Recommendation 8.3:** *Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives.*

The Board (with the assistance of the Nomination and Remuneration and Committee) has established a policy to ensure that it remunerates fairly and responsibly. The remuneration philosophy of the Board is designed to ensure that the level and composition of remuneration is

competitive, reasonable and appropriate for the results delivered and to attract and maintain talented and motivated Directors and employees. The Nomination and Remuneration Committee is responsible for the oversight of the Evolution Performance Rights and the related plan.

Prior to the merger with Conquest Mining Limited ("Conquest") and the acquisition of the two assets from Newcrest Mining Limited ("Newcrest"), the Company established a Remuneration Advisory Committee comprising members from each of the Company, Conquest and Newcrest. This Committee was charged with the responsibility for making recommendations to the Board regarding the principles of remuneration to be applied to the Key Management Personnel ("KMP") of the Company, having regard to the ASX corporate governance principles and the remuneration practices of Australian mining companies of a comparable size to the Company.

The Remuneration Advisory Committee engaged an independent remuneration consultant, Mercer Australia, ("Mercer") to prepare a report to assist the Nomination and Remuneration Committee ("the Mercer Report"), amongst other items to determine the appropriate levels for Non-Executive Directors fees and KMP remuneration. The Remuneration Advisory Committee was replaced by the Nomination and Remuneration Committee upon the formation of the Company in October 2011. The recommendations of the Mercer Report were adopted by the Board, having regard for the aggregate maximum Directors' fee pool limit, which is currently set at \$750,000 for Non-Executive Directors and KMP. This limit is set by shareholders at an Annual General Meeting.

Non-Executive Directors of the Company are not entitled to participate in any equity plan of the Company and do not receive retirement benefits, other than statutory superannuation entitlements.

Further details on the structure of Executive Directors', Non-Executive Directors' and KMP remuneration are set out in the Remuneration Report in the Directors' Report section of this Annual Report.

Personnel of the Company are not permitted to enter into transactions which limit the economic risk of any unvested entitlements awarded under any equity-based remuneration scheme, or otherwise awarded, or which will be offered by the Company in the future.

# Evolution Mining Limited Year End Financial Report

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These financial statements are the consolidated financial statements of the consolidated entity consisting of Evolution Mining Limited and its subsidiaries. Evolution Mining Ltd was formed in November 2011 following the successful merger of Catalpa Resources Limited and Conquest Mining Limited. The financial statements are presented in the Australian currency, unless otherwise stated.

The financial statements were authorised for issue by the Directors on 27 August 2014. The Directors have the power to amend and reissue the financial statements.

# Directors' Report

The Directors present their report on Evolution Mining Limited (referred to hereafter as "Evolution", "the Group" or "the Company"), consisting of Evolution and the entities it controlled at the end of, or during, the year ended 30 June 2014.

## DIRECTORS

The following persons were Directors of the Company at any time during the financial year and up to the date of this report:

Jacob Klein	Executive Chairman
Lawrie Conway	Finance Director and Chief Financial Officer <sup>(i)</sup>
James Askew	Non-Executive Director
Graham Freestone	Lead Independent Director
Colin Johnstone	Non-Executive Director <sup>(ii)</sup>
Thomas McKeith	Non-Executive Director <sup>(iii)</sup>
John Rowe	Non-Executive Director
Peter Smith	Non-Executive Director <sup>(iv)</sup>
Paul Marks	Non-Executive Director <sup>(v)</sup>

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

(ii) Appointed 30 September 2013.

(iii) Appointed 1 February 2014.

(iv) Resigned 30 September 2013.

(v) Resigned 4 November 2013.

## INFORMATION ON DIRECTORS

The information on Directors in office at any time during or since the end of the financial year are:

Jacob Klein, BCom Hons, ACA, Executive Chairman		
Experience and expertise	<p>Appointed as Executive Chairman in October 2011, following the merger of Conquest Mining Limited and Catalpa Resources Limited approved by shareholders at an Extraordinary General Meeting. Previously served as the Executive Chairman of Conquest Mining Limited from May 2010 up until the merger and the resultant formation of Evolution Mining Limited. Former President and CEO of Sino Gold Mining Limited ("Sino Gold"), 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 \$100 million and was purchased by Eldorado Gold Corporation in late 2009 for over \$2 billion. Sino Gold Mining Limited was an ASX 100 Company, operating two award-winning gold mines and engaging over 2,000 employees and contractors in China. Mr Klein resigned as a Director of Sino Gold Mining Limited in December 2009. Prior to joining Sino Gold Mining Limited (and its predecessor) in 1995, Mr Klein was employed at Macquarie Bank Ltd and PricewaterhouseCoopers.</p> <p>Mr Klein is a past President of the NSW Branch of the Australia China Business Council and previously served on the NSW Asia Business Council.</p>	
Other current directorships	Non-Executive Director of Lynas Corporation Limited (since August 2004)	
Former directorships in last 3 years	OceanaGold Corporation (From December 2009 to July 2014)	
Special responsibilities		
Interest in shares, rights and options	Ordinary shares - Evolution Mining Limited (EVN)	6,117,002
	Options over ordinary shares - EVN	4,677,436
	Rights over ordinary shares - EVN	3,704,090

## Directors' Report (continued)

<b>Lawrie Conway B Bus, CPA, Finance Director and Chief Financial Officer</b>		
Experience and expertise	Former Newcrest 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. Mr Conway has held a mix of corporate and operational commercial roles within Australia, Papua New Guinea and Chile. Mr Conway was a Non-Executive Director until he was appointed as a Finance Director and Chief Financial Officer on 1 August 2014.	
Other current directorships	None	
Former directorships in last 3 years	None	
Special responsibilities	Finance Director and Chief Financial Officer	
Interest in shares, rights and options	Ordinary shares - Evolution Mining Limited (EVN)	-
	Options over ordinary shares - EVN	-
	Rights over ordinary shares - EVN	-

<b>James Askew, BE (Mining), MEngSci, FAusIMM, MCIMM, MSME (AIME), Non-Executive Director</b>		
Experience and expertise	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. Former Director of Conquest Mining Limited from May 2010 until the merger with Catalpa Resources Limited and the formation of Evolution Mining Limited in October 2011, Sino Gold Mining Limited (October 2002 to December 2009) and Eldorado Gold Corporation (December 2009 to May 2010).	
Other current directorships	Chairman of OceanaGold Limited (since November 2006) and Asian Mineral Resources Ltd (since 2012)	
Former directorships in last 3 years	Non-executive Director of Ivanhoe Limited, Golden Star Resources Ltd and PMI Gold Ltd	
Special responsibilities	Chair of the Risk Committee and Member of the Nomination and Remuneration Committee	
Interest in shares, rights and options	Ordinary shares - Evolution Mining Limited (EVN)	500,000
	Options over ordinary shares - EVN	488,651
	Rights over ordinary shares - EVN	-

<b>Graham Freestone, BEc (Hons), Lead Independent Director</b>		
Experience and expertise	Broad finance, corporate and commercial background obtained in Australia and internationally through senior finance positions with the Shell Group, Acacia Resources Limited and AngloGold. Chief Financial Officer and Company Secretary at Acacia Resources Limited's from 1994 until 2001. Former Non-Executive Director of Lion Selection Limited and its Audit Committee Chair (2001-2009) and Catalpa Resources Limited (Director and Chair of the Audit and Risk Committee) (2009-2011).	
Other current directorships	None	
Former directorships in last 3 years	None	
Special responsibilities	Lead Independent Director and Chair of the Audit Committee	
Interest in shares, rights and options	Ordinary shares - Evolution Mining Limited (EVN)	68,523
	Options over ordinary shares - EVN	-
	Rights over ordinary shares - EVN	-

## Directors' Report (continued)

<b>Colin Johnstone, BEng (Mining), Non-Executive Director</b>		
Experience and expertise	Mining engineer with over 30 years' experience in the resources sector. Has worked 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. Former Vice-President of Operations and Chief Operating Officer at Equinox Minerals Limited, prior to the C\$7.6 billion acquisition by Barrick Gold Corporation. Prior to that role, Mr Johnstone was Chief Operating Officer of Sino Gold Mining Limited. Appointed on 30 September 2013.	
Other current directorships	Metallum Ltd	
Former directorships in last 3 years	Reed Resources Ltd	
Special responsibilities	Member of the Risk Committee and Member of the Audit Committee	
Interest in shares, rights and options	Ordinary shares - Evolution Mining Limited (EVN)	67,567
	Options over ordinary shares - EVN	-
	Rights over ordinary shares - EVN	-

<b>Thomas McKeith, BSc (Hons), GradDip Eng (Mining), MBA, Non-Executive Director</b>		
Experience and expertise	Geologist with 25 years' experience in various mine geology, exploration and business development roles. Former Executive Vice President: Growth and International Projects for Gold Fields Ltd where he was responsible for global greenfields exploration and project development and CEO of Troy Resources Ltd. Previously held Non-Executive Director roles at Sino Gold Ltd and Avoca Resources. Appointed on 1 February 2014.	
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	
Interest in shares, rights and options	Ordinary shares - Evolution Mining Limited (EVN)	100,000
	Options over ordinary shares - EVN	-
	Rights over ordinary shares - EVN	-

<b>John Rowe, BSc (Hons) ARSM, MAusIMM, Non-Executive Director</b>		
Experience and expertise	40 years' experience within the gold and nickel industries. Has held a variety of positions in mine management, exploration and business development and has consulted for John Rowe and Associates since 2006. Appointed as Non-Executive Director to the Westonia Mines Limited board (being the previous name of Catalpa Resources Limited) on 12 October 2006. Mr Rowe brings a wealth of geological and business development skills to the Company.	
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.	
Interest in shares, rights and options	Ordinary shares - Evolution Mining Limited (EVN)	112,582
	Options over ordinary shares - EVN	-
	Rights over ordinary shares - EVN	-

## Directors' Report (continued)

<b>Peter Smith, F Aus IMM, GAICD, MBA USQ, Non-Executive Director</b>		
Experience and expertise	36 years mining experience across a broad spectrum of responsibilities, including a range of senior corporate roles with WMC Resources Ltd, Rio Tinto and Lihir Gold Limited. Most recently, Mr Smith was the Newcrest Executive General Manager Australia and Indonesia Operations (appointed in September 2010, following Newcrest's merger with Lihir Gold Limited). Previously held the positions of Chief Operating Officer at Lihir Gold Limited and, Executive Director of Western Metals Ltd. Resigned on 30 September 2013.	
Other current directorships	None	
Former directorships in last 3 years	None	
Special responsibilities	Former member of the Risk Committee	
Interest in shares, rights and options	Ordinary shares - Evolution Mining Limited (EVN)	-
	Options over ordinary shares - EVN	-
	Rights over ordinary shares - EVN	-

<b>Paul Marks, BEng (Chem), MAppFin, Non-Executive Director</b>		
Experience and expertise	35 years of experience across a range of industries from foreign exchange and commodities trading, chemical and hydrocarbon processing. Previously held the positions of Vice-President of Foreign Exchange with Prudential-Bache Securities, Senior Strategist Foreign Exchange AEFC, the merchant banking arm of the Commonwealth Bank of Australia and Senior Foreign Exchange Strategist with National Australia Bank. Former Director of Conquest from December 2009 until the merger with Catalpa and the formation of Evolution Mining Limited in October 2011 and has also served on the board of Prana Biotechnology Ltd. Resigned on 4 November 2013.	
Other current directorships	Executive Chairman of Nimrod Resources Ltd	
Former directorships in last 3 years	None	
Special responsibilities	Former member of the Audit Committee	
Interest in shares, rights and options	Ordinary shares - Evolution Mining Limited (EVN)	-
	Options over ordinary shares - EVN	-
	Rights over ordinary shares - EVN	-

### INFORMATION ON COMPANY SECRETARY

#### **Evan Elstein, BCom (Accounting and Finance), ACA, GradDipACG Company Secretary and Vice President Information Technology and Community Relations**

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.

# Directors' Report (continued)

## PRINCIPAL ACTIVITIES

The Company owns and operates five gold mines in Queensland and Western Australia. The Company's key assets are 100% interests in the Edna May Gold Mine, the Cracow Gold Mine, the Pajingo Gold Mine, the Mt Rawdon Gold Mine and the Mt Carlton gold, silver, copper operation in North Queensland.

During the year, the Company agreed to enter into a joint venture arrangement with Emmerson Resources Ltd (ASX:ERM) over the Tennant Creek gold-copper project in Northern Territory where exploration activities will be carried out. Throughout the year Evolution also engaged in exploration activities in and around its current operations.

## DIVIDENDS

In accordance with the Board's adopted policy of, whenever possible, paying a half-yearly dividend equivalent to 2% of Evolution's gold equivalent sales revenue. The Company paid a maiden dividend (relating to the six months period to 30 June 2013) of \$7.086 million in September 2013. Evolution also paid an interim dividend for the six months ended 31 December 2013 of one cent per share, totalling \$7.087 million in March 2014. The Board has decided that despite the challenging market conditions, Evolution is in a position to confirm a final dividend for the current period to 30 June 2014 of one cent per share, totalling \$7.100 million. Evolution shares will trade excluding entitlement to the dividend on 5 September 2014 with the record date of 9 September 2014 and a payment date of 3 October 2014.

During the year, the Board of Directors approved the implementation of a Dividend Reinvestment Plan ("DRP") as part of the Evolution's existing dividend policy. The DRP will allow 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 DRP for the FY14 interim dividend was 17.43% of the Company's ordinary issued shares, with 1,337,086 shares issued at 91.92 cents per share. The allotted shares in respect of the FY14 interim dividend were issued at a 5.0% discount to the daily volume-weighted average price ("VWAP") for the 5 days immediately after the record date.

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

	30 June 2014 \$'000	30 June 2013 \$'000
Final ordinary dividend for the year ending 30 June 2013 of 1 cent (2012: Nil) per fully paid share paid on 26 September 2013.	7,086	-
Interim ordinary dividend for the period ending 31 December 2013 of 1 cent (2012: Nil) per fully paid share paid on 26 March 2014.	7,087	-
	<b>14,173</b>	-

# Directors' Report (continued)

## REVIEW OF OPERATIONS AND FINANCIAL RESULT

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# Directors' Report (continued)

## 1. Overview

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

Evolution's strategy is to deliver shareholder wealth through efficient gold production, growing gold reserves and acquiring undervalued gold projects. Since its formation in November 2011, Evolution has a record of achieving reliable and consistent production and operating cost guidance. This has been achieved primarily as a result of Evolution 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 that single mine companies find very hard to achieve. In addition, Evolution's high-performance team culture, clearly defined business plans and goals, and location solely within Australia, a low-risk first world jurisdiction, further contribute to delivering reliable and consistent results.

To build a sustainable business, Evolution maintains a strong commitment to growth through exploration and a disciplined methodical approach in place to business development through opportunistic, logical, value-accretive acquisitions. The Company is actively involved in these activities within Australia. Australia is a highly attractive destination due to the location of the Company'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 cost deflation. Evolution has also entered into a farm-in and joint venture arrangement with Emmerson Resources Ltd ("Emmerson Resources") over the highly prospective Tennant Creek gold-copper project located in central Northern Territory, Australia. Historically one of Australia's highest grade gold and copper fields, having produced more than 5.560 million ounces of gold and 0.488 million tonnes of copper from a variety of deposits, many of which are located within Emmerson Resources' tenement portfolio.

After a 24% fall in gold price during the financial year ending 30 June 2013, average realised gold price in the current year was 9% lower than the previous year. The average realised gold price was A\$1,442/oz compared to the previous year's average realised price of A\$1,582/oz. The average realised silver price was also lower by 27% during the financial year at A\$22.07/oz compared to prior year's average realised price of A\$28.09/oz. Evolution has responded to the lower price environment by implementing a number of productivity and efficiency initiatives across all of its operations and maintaining a strict discipline in relation to all expenditure.

The Group's profit after tax for the period was \$50.017 million as compared to a loss in prior year of \$307.421 million, which was impacted primarily by the impairment of assets. Before the impact of impairment in 2013, the 2014 underlying profit increased by 13% to \$50.017 million compared to \$44.443 million in 2013. The increased profit was a result of a combination of the Company's Mt Carlton operation coming into commercial production from 1 July 2013 and continued cost reduction focus at all mines.

Sales revenue for the period was \$634.420 million, 5% higher than the prior period sales of \$605.034 million, primarily due to commercial production from the Company's Mt Carlton operation in the current year and resultantly 747% higher silver and 2% higher gold sales. The average Australian dollar gold price realised from sales was \$1,442/oz, with 80% of sales sold on spot markets at an average price of \$1,415/oz, with the remaining 20% sold into the hedge book at an average price of \$1,553/oz.

Gold production<sup>(1)</sup> for the period was 427,703 ounces, 9% higher than the prior period of 392,920 ounces, primarily due to the Company's newest mine Mt Carlton delivering gold equivalent production of 87,952 ounces in the first year of commercial production from 1 July 2013. In comparison to the prior year, production was lower at the Company's other operations with Cracow (down 7%), Edna May (down 7%), Pajingo (down 29%), Mt Rawdon (down 2%) primarily due to lower grade of ore processed.

Total cost of sales for the period increased by 8% to \$539.806 million compared to the prior period of \$498.757 million. The increase in the majority of the costs is explained by volume variances on costs due to higher volume of ore processed, higher selling and transportation costs due to shipments of Mt Carlton concentrate, stock value adjustments related to the lower gold price at year end and an increase in depreciation and amortisation primarily from Mt Carlton commencing production. Total cost of sales excluding Mt Carlton decreased by 19%.

Operating cash flow for the period was lower by 13% to \$202.197 million, compared to the prior period of \$232.990 million due to reduced operating creditors and higher interest payments. Investment cash outflows were \$169.865 million, a reduction of 63% compared to the prior year outflows of \$457.066 million as a result of the completion of Mt Carlton construction project at the end of June 2013 and strict capital discipline for the current period by way of prioritising and rescheduling capital projects where appropriate. Cash outflows from financing activities were \$14.387 million compared to an inflow of \$95.954 million in the prior year. Closing cash balance was \$31.607 million.

Capital expenditure for the period was \$154.386 million, consisting of \$76.419 million of sustaining capital and \$77.967 million of growth capital.

<sup>(1)</sup> Mt Carlton production recorded as payable gold production. Silver production from the A39 silver deposit at Mt Carlton is recorded as gold equivalent using a gold to silver ratio of 1:65.2 for the September quarter 2013, 1:61.9 for the December quarter 2013, 1:62.5 for the March quarter 2014 and 1:65.6 for the June quarter 2014.

## Directors' Report (continued)

The Company ended the year with net debt of \$106.735 million (30 June 2013: \$117.618 million) and a gearing ratio of 12% (net debt to net debt plus equity). The Company maintains available credit of \$73.216 million on its \$200 million credit facility established in November 2012.

In accordance with the Board's announcement for dividend as part of the annual financial statements for prior year, the Company paid its maiden dividend in September 2013 equivalent to 2% of its gold equivalent sales revenue equating to \$7.086 million. Based on a good half yearly performance for the period ending 31 December 2013 the Company declared an interim dividend of 1 cent per share amounting to \$7.087 million in March 2014.

The Board has also approved a final dividend of 2% of gold equivalent sales revenue for the year ended 30 June 2014, payable on 3 October 2014.

Financial Summary for the year ended	30 June 2014 \$'000	30 June 2013 \$'000	% Change
Gold price received (A\$/oz)	1,442	1,582	(9%)
Silver price received (A\$/oz)	22.07	28.09	(21%)
Total Revenue	634,420	605,034	5%
Cost of sales (excluding D&A)	(397,060)	(358,286)	(11%)
Corporate, Admin, Exploration and other costs	(29,804)	(35,023)	15%
EBITDA <sup>(1)</sup>	207,556	211,725	(2%)
EBIT <sup>(1)</sup>	63,732	70,340	(9%)
<b>Reported Net Profit/(Loss)</b>	<b>50,017</b>	<b>(307,421)</b>	-
Unit Operating Cost (A\$/oz)	781	790	1%
Capital Expenditure	154,386	374,745	59%

<sup>(1)</sup> EBITDA and EBIT are non-IFRS financial information and are not subject to audit.

# Directors' Report (continued)

## 2. Key highlights during the year

The key highlights during the year included:

- On 1 July 2013 Cracow transitioned to owner mining contributing to a 32% reduction in the unit operating cost of mining compared to the prior year.
- On 18 July 2013 the Company announced the commencement of commercial production at Mt Carlton effective 1 July 2013 following the successful commissioning of all key components of the processing plant. Mt Carlton performed strongly throughout its first year of operation with gold equivalent production of 87,952 ounces at a C1 cash cost of \$675/oz and AISC of \$886/oz.
- On 2 September 2013 Evolution announced an increase in the gold hedge volume to 225,684 ounces at A\$1,590 per ounce. The objective of the additional hedging was to provide sufficient cash flows for the Group and to underpin the projected returns from the Edna May gold mine and ensure that the mine not only generates sufficient cash flow to self-fund all of its near-term capital expenditure (major stripping) but also provides an appropriate return on the capital commitment.
- On 17 April 2014 Evolution announced that the Board had approved a change to owner-operator of the load and haul function at Mt Rawdon. The changeover occurred at the beginning of the first quarter in FY15 with the transition process undertaken during the fourth quarter of FY14.
- On 12 June 2014 Evolution announced that it has entered into a farm-in and joint venture arrangement with Emmerson Resources (ASX:ERM) over the highly prospective Tennant Creek gold copper project located in the Northern Territory. The Tennant Creek Mineral Field is historically one of Australia's highest grade gold and copper fields, having produced more than 5.560 million ounces of gold and 0.488 million tonnes of copper from a variety of deposits many of which are located in Emmerson Resources tenement profile. As part of the agreement the Company paid \$0.5 million to Emmerson Resources for the initial exploration expenditure.
- On 25 June 2014 the Company announced an updated Mineral Resource and Ore Reserve estimate as at 31 December 2013. Group Ore Reserves are now estimated at 52.07 million tonnes at 1.57g/t gold equivalent ("AuEq") for 2.625 million ounces gold equivalent, a decrease of approximately 0.945 million ounces compared with the estimate at 31 December 2012 of 75.9 million tonnes at 1.50g/t AuEq for 3.570 million ounces gold equivalent. Group Mineral Resources are estimated at 106.96 million tonnes at 1.66g/t AuEq for 5.700 million ounces gold equivalent, a decrease of approximately 1.991 million ounces compared with the estimate at 31 December 2012 of 147.7 million tonnes at 1.6g/t AuEq for 7.691 million ounces gold equivalent. The change has occurred from the depletion by mining, the use of more conservative economic parameters and modelling techniques and a more stringent application of economic constraints appropriate to the type of individual ore body concerned.
- During the period, the Group received two favourable private rulings from the Australian Taxation Office confirming the availability of an additional \$35.436 million in tax losses. The rulings related to \$17.568 million of Catalpa Resources Ltd carry forward losses due to passing the Continuity of Ownership Test and \$17.868 million of Conquest Mining Ltd carry forward losses due to passing the Same Business Test.
- One of the key financial highlights for the year was that all five mine sites were profitable and generated a positive cash flow for the year. Mt Rawdon and Cracow were the two largest contributors to profit and Mt Carlton and Cracow were biggest cash contributors.
- During the year Evolution successfully reduced the Company's net debt position from \$117.618 million for the year ending 30 June 2013 to \$106.735 million. This was achieved through a higher closing cash balance of \$31.607 million, slightly offset by an increase in short term debt with the revolving credit facility outstanding balance of \$126.784 million remaining unchanged.

# Directors' Report (continued)

## 3. Group operating performance

Group safety performance saw a continued improvement over the last 12 months. The total recordable injury frequency rate per million work hours reduced from 19.9 to 11.7 and the lost time injury frequency rate was also reduced from 3.7 to 1.7. Strategies to continuously identify and manage risks in the workplace remain a high priority.

Evolution's gold equivalent production for the year ended 30 June 2014 was 427,703 ounces (2013: 392,920 ounces) at a unit cash cost of \$781/oz (2013: \$790/oz) and was within the Company's original guidance of 400,000 - 450,000 ounces at \$770/oz - \$820/oz.

The Group Key Metrics table provides key operating and financial metrics for Evolution relative to the prior financial year. This table shows Evolution has invested significantly across the asset portfolio to enhance operational predictability.

Group Key Metrics for the year ended	30 June 2014	30 June 2013	% Change
Total UG ore mined (kt)	829	827	-%
Total lateral development (m)	11,083	13,449	(18%)
OP ore mined (kt)	6,631	7,532	(12%)
OP waste mined (kt)	18,127	37,169	(51%)
Processed tonnes (kt)	7,720	7,172	8%
Grade processed (g/t gold)	1.98	1.90	4%
<b>Gold Production (oz)</b>	<b>427,703</b>	<b>392,920</b>	<b>9%</b>
Unit cash operating cost (\$/oz)	781	790	1%
All in sustaining cost (\$/oz)	1,083	1,228	12%

### Production volumes

Gold production increased by 9% overall with the company's newest mine Mt Carlton performing very well producing 87,952oz in its first year of production to offset lower production at the other four mines due to lower grade and lower tonnes processed.

Edna May produced 7% lower production due to lower head grade (8% lower grade), while Pajingo had 29% lower production (35% reduced throughput), and Mt Rawdon had 2% lower production (9% lower grade). Cracow had 7% lower production (6% lower grade). The Group's focus in the low gold price environment was for each mine to reduce costs and deliver positive cash flows.

Total Gold Production (oz) for the year ended	30 June 2014	30 June 2013	% Change
Cracow	95,064	102,560	(7%)
Pajingo	60,766	85,918	(29%)
Edna May	80,165	86,216	(7%)
Mt Rawdon	103,756	106,089	(2%)
Mt Carlton <sup>(1)</sup>	87,952	12,138	625%
<b>Group Total</b>	<b>427,703</b>	<b>392,921</b>	<b>9%</b>

<sup>(1)</sup> Mt Carlton production recorded as payable gold production. Silver production from the A39 silver deposit at Mt Carlton is recorded as gold equivalent using a gold to silver ratio of 1:65.2 for the September quarter 2013, 1:61.9 for the December quarter 2013, 1:62.5 for the March quarter 2014 and 1:65.6 for the June quarter 2014.

### Production costs

The Group's unit cash cost of \$781/oz was 1% lower than the prior year despite rising input costs (predominantly labour and power).

Cracow unit costs reduced by 16% on the back of the transition to owner mining from 1 July 2013. Unit mining costs reduced by 32% during the year.

Pajingo and Edna May had lower operating costs (3% to 6%) driven by cost reduction focus and lower throughput. Unit costs however experienced increases (11% - 13%) driven by lower grade and throughput.

Mt Rawdon incurred 7% higher operating costs during the year at \$69.538 million due to longer ore haul distance and transition costs associated with the commencement of owner mining operations from 1 July 2014.

## Directors' Report (continued)

Unit Cash Operating Costs (\$/oz) for the year ended	30 June 2014	30 June 2013	% Change
Cracow	728	867	16%
Pajingo	894	807	(11%)
Edna May	1,017	900	(13%)
Mt Rawdon	670	613	(9%)
Mt Carlton	675	N/A	N/A
<b>Weighted Average</b>	<b>781</b>	<b>790</b>	<b>1%</b>

### Capital costs

Total capital investment across the Group decreased by 59% to \$154.386 million for the year. The primary drivers of the reduction in capital expenditure were the completion of construction at Mt Carlton and the disciplined approach to sustaining capital through a reduction in underground development and open pit capital waste. Excluding Mt Carlton, capital investment decreased by 37% during the year with all sites achieving large reductions through concerted efforts to prioritise and reschedule capital expenditure and capital waste movements.

Capital Expenditure	30 June 2014 \$'000	30 June 2013 \$'000	% Change
Cracow	29,556	47,237	37%
Pajingo	26,926	57,892	53%
Edna May	17,381	34,036	49%
Mt Rawdon	55,312	67,139	18%
Mt Carlton	25,211	168,441	85%
<b>Group total</b>	<b>154,386</b>	<b>374,745</b>	<b>59%</b>

Further split of capital expenditure is summarised below:

Sustaining Capital Expenditure	30 June 2014 \$'000	30 June 2013 \$'000	% Change
Cracow	24,142	35,241	31%
Pajingo	19,693	32,486	39%
Edna May	10,882	10,474	(4%)
Mt Rawdon	12,086	12,923	6%
Mt Carlton	9,616	N/A	N/A
<b>Group total</b>	<b>76,419</b>	<b>91,124</b>	<b>16%</b>

The reduction in sustaining capital expenditure during the year reflects strong discipline from sites to prioritise, reduce and reschedule capital expenditure, where it could be appropriately done without compromising future operational performance.

Growth Capital Expenditure	30 June 2014 \$'000	30 June 2013 \$'000	% Change
Cracow	5,415	11,900	55%
Pajingo	7,233	25,405	72%
Edna May	6,499	23,562	72%
Mt Rawdon	43,225	54,216	20%
Mt Carlton	15,595	164,413	91%
<b>Group total</b>	<b>77,967</b>	<b>279,496</b>	<b>72%</b>

Growth capital expenditure for the year ended 30 June 2014 of \$77.967 million was \$201.530 million or 72% lower with the completion of Mt Carlton construction project and all other sites reduced mine development activity at all other sites.

The primary driver of capital investment at sites is mine development, with the key metric for underground mines being lateral development while for the open pit mines the key metric is the amount of waste material removed. For this financial year there was a significant decrease in both underground lateral development and open pit waste material removal.

## Directors' Report (continued)

The amount of lateral development metres decreased significantly at Cracow, in response to the configuration of ore sources with development access completed last financial year. High levels of lateral development were maintained at Pajingo with commensurate improvements to mine scheduling and optimisation of reserves.

<b>Total Lateral Development (m)</b>	<b>30 June 2014</b>	<b>30 June 2013</b>	<b>% Change</b>
Cracow	6,095	8,021	(24%)
Pajingo	4,988	5,428	(8%)
<b>Group total</b>	<b>11,083</b>	<b>13,449</b>	<b>(18%)</b>

Open pit waste mined was 51% lower due to cessation of open pit activity at Pajingo, reducing stripping of Edna May Stage 2 and lower Mt Carlton waste stripping following the initial cut backs of A39 and V2 during construction.

<b>Total Open Pit Waste Mined (kt)</b>	<b>30 June 2014</b>	<b>30 June 2013</b>	<b>% Change</b>
Pajingo	N/A	5,413	N/A
Edna May	2,052	6,524	(69%)
Mt Rawdon	11,264	15,325	(26%)
Mt Carlton	4,811	9,907	(51%)
<b>Group Total</b>	<b>18,127</b>	<b>37,169</b>	<b>(51%)</b>

# Directors' Report (continued)

## 4. Site operating performance

### Cracow

The Cracow Gold Mine produced 95,064 ounces (30 June 2013: 102,560 ounces) of gold at a unit cash cost of \$728/oz (30 June 2013: \$867/oz), compared to guidance of 82,500 – 90,000 oz at \$840/oz - \$890/oz.

The table below displays the key operating metrics for Cracow. Cracow has successfully achieved gold production above the market guidance from good operations and strong gold grades. The reduced production is driven primary by a 6% reduction in processed head grade compared to prior year.

Cracow - for the year ended	30 June 2014	30 June 2013	% Change
Total UG ore mined (kt)	519	495	5%
Total lateral development (m)	6,095	8,021	(24%)
Processed tonnes (kt)	514	522	(2%)
Grade processed (g/t gold)	6.12	6.53	(6%)
<b>Gold production (oz)</b>	<b>95,064</b>	<b>102,560</b>	<b>(7%)</b>
Unit cash operating cost (\$/oz)	728	867	16%
All in sustaining cost (\$/oz)	1,058	1,446	27%
Capital expenditure (\$'000)	29,556	47,237	37%

Decreased mining costs during the period were primarily due to the transition to owner-mining on 1 July 2013 and resultant drop in mining costs reducing the unit cash operating costs by 16% to \$728/oz (2013 : \$867/oz).

Cracow has also focused on reducing capital expenditure as evident from the reduction in lateral development to 6,095m. The operation was able to successfully reduce lateral development, as there has been a large focus on the capital development to open up new sections of the mine in the prior year.

### Pajingo

The Pajingo Gold Mine, produced 60,766 ounces of gold (30 June 2013: 85,918 ounces) at a unit cash cost of \$894/oz (30 June 2013: \$807/oz) compared to guidance of 72,500 – 80,000 oz at \$800/oz - \$850/oz.

The table below displays the key operating metrics for Pajingo. Gold production reduced by 29%, due to lower plant throughput, cessation of open pit operations and 6% lower ore from underground mining operations during the year. This impact was partly offset by higher grade of ore processing during the year. Unit cost increase was contained to 11% despite 29% lower production. This was achieved from continued focus on cost control and cost reduction projects. Pajingo achieved sustainable cost reductions by organisational restructuring and reduction in fixed costs such as reduction in the plant contractor costs.

Cash operating costs were \$15.007 million lower in the year due to no open pit mining activity and significant cost reduction focus, resulting in overall unit operating cost at \$894/oz. Reduced capital expenditure of 53% during the year was a result of no open pit mining activity and 8% lower underground development activity.

Pajingo - for the year ended	30 June 2014	30 June 2013	% Change
Total UG ore mined (kt)	310	331	(6%)
Total lateral development (m)	4,988	5,428	(8%)
OP ore mined (kt)	-	357	N/A
OP waste mined (kt)	-	5,413	N/A
Processed tonnes (kt)	398	611	(35%)
Grade processed (g/t gold)	4.96	4.57	9%
<b>Gold production (oz)</b>	<b>60,766</b>	<b>85,918</b>	<b>(29%)</b>
Unit cash operating cost (\$/oz)	894	807	(11%)
All in sustaining cost (\$/oz)	1,291	1,461	12%
Capital expenditure (\$'000)	26,926	57,892	53%

In response to lower gold prices, the mine placed strong focus on cost reduction during the year and achieved an 21% reduction in production drilling costs (all-in). Plant contractor costs have been reduced significantly as most maintenance and capital jobs are now able to be completed in-house in-between milling campaigns. The workforce and milling restructure undertaken at Pajingo has resulted in total site costs (including capital) per month being 41% lower (FY14 average of A\$6.874 million) when compared to FY13 average monthly total site costs of A\$11.734 million.

## Directors' Report (continued)

### Edna May

The Edna May Gold Mine produced 80,165 ounces of gold (30 June 2013: 86,216 ounces) at a unit cash cost of \$1,017/oz (30 June 2013: \$900/oz), compared to guidance of 85,000 - 95,000 oz at \$800/oz - \$850/oz.

The table below displays the key operating metrics for Edna May. Lower production during the year (7%) was a result of an 8% reduction in the grade processed compared to the previous year.

Edna May - for the year ended	30 June 2014	30 June 2013	% Change
OP ore mined (kt)	2,101	2,856	(26%)
OP waste mined (kt)	2,052	6,524	(69%)
Processed tonnes (kt)	2,547	2,607	(2%)
Grade processed (g/t gold)	1.04	1.13	(8%)
<b>Gold production (oz)</b>	<b>80,165</b>	<b>86,216</b>	<b>(7%)</b>
Unit cash operating cost (\$/oz)	1,017	900	(13%)
All in sustaining cost (\$/oz)	1,213	1,163	(4%)
Capital expenditure (\$'000)	17,381	34,036	49%

Numerous cost reduction initiatives were achieved during the year with sustained savings in power and camp costs. The secondary crushing trials were completed in the year and the hired mobile crusher was demobilised. In response to the lower gold prices, total material movement was significantly reduced, following a move to mining on day-shift only during the year. The operation achieved a 69% reduction in total capital and operating waste movement during the year due to rescheduling the Stage 2 cutback. The operation has also deployed a larger capacity mining fleet to improve productivity in FY15.

### Mt Rawdon

The Mt Rawdon Gold Mine produced 103,756 ounces of gold (30 June 2013: 106,089 ounces) at a unit cash cost of \$670/oz (30 June 2013: \$613/oz), compared to guidance of 95,000 - 110,000oz at \$725/oz - \$775/oz.

The table below displays the key operating metrics for Mt Rawdon. A strong operating performance and reliable process plant delivered good gold production. The low unit cash costs compared to guidance were able to be achieved from productivity improvements including infrastructure development reducing the load and haul times and improved blasting techniques using electronic detonators and larger diameter holes. The increase in unit cash operating costs (9%) in comparison to the prior year was caused by decreased gold production, a result of the lower grade processed of 0.98g/t.

Mt Rawdon - for the year ended	30 June 2014	30 June 2013	% Change
OP ore mined (kt)	3,638	3,753	(3%)
OP waste mined (kt)	11,264	15,325	(26%)
Processed tonnes (kt)	3,574	3,329	7%
Grade processed (g/t gold)	0.98	1.08	(9%)
<b>Gold production (oz)</b>	<b>103,756</b>	<b>106,089</b>	<b>(2%)</b>
Unit cash operating cost (\$/oz)	670	613	(9%)
All in sustaining cost (\$/oz)	854	882	3%
Capital expenditure (\$'000)	55,312	67,139	18%

The operation mined a total of 26% less waste at 11,264kt (2013: 15,325kt) during the year due to a major focus on maintaining ore supply to the mill.

Mt Rawdon has over the last 14 years employed a contractor for load and haul services with this contract finishing 30 June 2014. Following the success of the Cracow transition and a detailed review, several cost benefits were identified highlighting the significant advantage of operating as an owner miner. Mt Rawdon successfully transitioned the load and haul function during the fourth quarter of FY14.

## Directors' Report (continued)

### Mt Carlton

The Mt Carlton gold-silver-copper mine commenced commercial production during the 2014 financial year producing 87,952 ounces of gold equivalent significantly above the guidance of 65,000oz – 75,000oz at a unit cash cost of \$675/oz, well below guidance of \$700/oz-\$750/oz.

Mt Carlton produces two distinct precious metal concentrates, a gold-silver-copper concentrate from the V2 deposit and a silver-copper concentrate from the A39 deposit. The mining and processing of these two ore bodies was done in approximately 3 month campaigns. Concentrate production has been delivered to off take customers within specific requirements. Mining for the current campaign of the A39 deposit was finished in FY14 with remaining material to be processed in the first quarter of FY15.

In its first year of commercial production, Mt Carlton had a very strong performance with gold equivalent production of 87,952oz.

The table below displays the key metrics for Mt Carlton. Production for the 2014 financial year was from both the A39 silver deposit and V2 gold deposit. With a total of 2,894,028 ounces payable silver contained in 30,522 dry metric tonnes (dmt) of silver concentrate produced with average silver recoveries of 83.62%, and a total of 42,245 ounces payable gold contained in 25,255 dmt of gold concentrate was also produced with an average gold recovery of 87.06%.

Mt Carlton - for the year ended	30 June 2014	30 June 2013	% Change
OP ore mined (kt)	893	567	57%
OP waste mined (kt)	4,811	9,907	(51%)
Processed tonnes (kt)	687	103	567%
Grade processed (g/t gold) <sup>(1)</sup>	5.80	6.16	(6%)
<b>Gold equivalent production (oz) <sup>(1)</sup></b>	<b>87,952</b>	<b>12,138</b>	<b>625%</b>
Unit cash operating cost (\$/oz)	675	N/A	N/A
All in sustaining cost (\$/oz)	886	N/A	N/A
Capital expenditure (\$'000)	25,211	168,441	85%

<sup>(1)</sup> Mt Carlton production recorded as payable gold production. Silver production from the A39 silver deposit at Mt Carlton is recorded as gold equivalent using a gold to silver ratio of 1:65.2 for the September quarter 2013, 1:61.9 for the December quarter 2013, 1:62.5 for the March quarter 2014 and 1:65.6 for the June quarter 2014.

In order to obtain efficiencies and reduce costs from the operation, further cost reduction strategies are being employed including reduction in power costs, an increase in mill throughput from 800,000tpa to 900,000tpa, improvement in the product recovery through plant process control, and further improvements to the efficiency of the concentrate bagging system by the use of larger bags.

# Directors' Report (continued)

## 5. Group financial performance

The Company reported a profit of \$50.017 million compared to a loss of \$307.421 million in the prior year. Before non-recurring items, the underlying net profit was \$50.017 million compared to \$44.443 million in the prior year.

Financial Summary – for the year ended	30 June 2014 \$'000	30 June 2013 \$'000	% Change
Total Revenue	634,420	605,034	5%
Cost of Sales (excluding D&A) <sup>(1)</sup>	(397,060)	(358,286)	(11%)
Corporate, Admin, Exploration and other costs	(29,803)	(35,023)	15%
<b>Underlying EBITDA <sup>(1)</sup></b>	<b>207,556</b>	<b>211,725</b>	(2%)
Depreciation and Amortisation (D&A)	(143,824)	(141,384)	(2%)
<b>Underlying EBIT <sup>(1)</sup></b>	<b>63,732</b>	<b>70,340</b>	(9%)
Net interest expense <sup>(2)</sup>	(13,715)	(6,851)	(106%)
Underlying tax expense <sup>(3)</sup>	-	(19,047)	N/A
<b>Underlying Net Profit <sup>(1)</sup></b>	<b>50,017</b>	<b>44,443</b>	<b>13%</b>
Asset and investment impairments	-	(384,285)	N/A
Other Tax effected amounts	-	32,421	N/A
<b>Reported Net Profit/(Loss)</b>	<b>50,017</b>	<b>(307,421)</b>	-
<b>Cash flow from operating activities</b>	<b>202,197</b>	<b>232,990</b>	<b>(13%)</b>

<sup>(1)</sup> Cost of sales excluding depreciation and amortisation ("D&A"), earnings before interest, taxes, depreciation and amortisation ("EBITDA"), earnings before interest and tax ("EBIT") and underlying net profit are non-IFRS financial information and are not subject to audit. Underlying profit is the reported profit for the period before non-recurring income or expenses.

<sup>(2)</sup> Net interest expense is interest and other income less interest charged for the period.

<sup>(3)</sup> Underlying tax expense is the estimated tax expense on underlying earnings before any tax impacts generated by non-recurring income or expense.

### Performance relative to the previous financial year

The underlying net profit increased by 12% from \$44.443 million to \$50.017 million despite a decrease of 9% in average gold price at \$1,442/oz (2013: \$1,582/oz). Revenue increased by 5% while EBITDA decreased by 2% during the year. Production volume increased by 9% and cash cost reduced by 1%.

The \$5.574 million increase in underlying net profit relative to the prior year is due to the combined effect of \$29.386 million increase in sales, offset by \$38.774 million higher costs, \$2.440 million higher depreciation and amortisation charge and \$16.997 million lower charge for tax, interest and corporate. The higher costs and D&A relates predominately to a full year of production at Mt Carlton offset by lower production driven D&A and lower asset base due to impairment expense in the prior year across all other sites.

### Performance relative to first half year of financial year 2014

The Underlying Profit for the six months to 31 December 2013 was \$35.449 million, with the second half delivering \$14.568 million of Underlying Profit.

The key drivers of reduced earnings in the second half of financial year 2014 were a \$7.448 million reduction (2%) in sales revenue (3% lower gold sales volumes), an \$11.639 million increase in cost of sales and \$3.515 million higher charge for interest and corporate. A \$2.293 million depreciation and amortisation charge in recognition of revised and Board approved mineral reserves and resources. In addition \$7.189 million of Mt Carlton A39 run-of-mine ("ROM") inventory was also written off on a conservative basis due to lower stockpile grade. The Company is reviewing different options to commercially convert this material.

# Directors' Report (continued)

## Historical Performance

The table below sets out summary information about the Company's earnings and movements in the Company's share price for the last 5 years.

	30 June 2014 \$'000	30 June 2013 \$'000	30 June 2012 \$'000	30 June 2011 \$'000	30 June 2010 \$'000
Revenue	634,420	605,034	469,484	121,870	22,274
Net Profit/(loss) before tax	50,017	(320,795)	66,483	3,955	(4,520)
Net Profit/(loss) after tax	50,017	(307,421)	37,313	(2,303)	5,547
Underlying Net Profit/(loss)	50,017	44,443	63,395	(1,621)	(2,209)
Share price at start of year(\$)	\$0.57	\$1.46	\$1.36	\$1.62	\$1.10
Share price at end of year(\$)	\$0.70	\$0.57	\$1.46	\$1.36	\$1.62
Dividends (cents per share)	2	1 <sup>(1)</sup>	-	-	-
Basic earnings/(loss) per share (cents per share)	7.06	(43.43)	7.10	(1.37)	3.93

<sup>(1)</sup> 2013 dividend was paid out of the 2014 profits.

## Asset impairment amounts

Accounting standards require an entity to assess at each reporting date whether there is an indication that an asset book value may be impaired. Where the indicators are present, a full review of the recoverable amount of the assets at the cash generating unit ("CGU") level is required. Any excess of asset book value at the reporting period, over the recoverable value, is impaired.

At the reporting date, the Company conducted the review of its tangible and other assets and no assets were found to be impaired.

In the 2013 financial year the primary impairment indicator was the 24% reduction in the US dollar gold price from US\$1,584/oz to US\$1,198/oz. With the US dollar gold price strongly influencing market valuations and market sentiment around gold equities. Whilst in Australian dollar terms the price fell less, some 17% from \$1,554/oz to \$1,291/oz, it was significant enough to warrant a review of the carrying value of assets. The other main commodity which impacts revenue was silver, with the Australian dollar silver price reducing by 24% over the 2013 year from \$26.62/oz to \$20.34/oz.

The review for FY13 resulted in the recognition of a total impairment loss of \$384.285 million, comprising a reduction in the carrying value of goodwill (\$18.365 million), mine development (\$288.941 million), exploration assets (\$69.292) and the fair value loss in the available for sale investments (\$7.687 million).

This impairment effectively reversed the fair value uplift of \$343.055 million that was applied to assets in November 2011 following the formation of Evolution.

The impairment was a non-cash item and therefore had no impact on the Company's cash position. The written down asset values did not create any concern with regard to covenants around the Company's debt facility.

## Revenue

Revenue	\$'000	\$'000
<b>Total Sales Revenue for the twelve months ended 30 June 2013</b>		605,034
Changes in revenues:		
<b>Volume</b>		
Gold	9,818	
Silver	70,056	
Copper	8,496	88,370
<b>Price</b>		
Gold	(53,521)	
Silver	(5,463)	(58,984)
<b>Total Sales Revenue for the twelve months ended 30 June 2014</b>		<b>634,420</b>

## Directors' Report (continued)

Evolution delivered a 5% increase (\$29.386 million) in revenue to \$634.420 million, despite a 9% reduction in the average realised gold price and 21% reduction in the average realised silver price. The contribution from gold sales revenue was \$552.722 million (2013: \$596.389 million) from the sale of 383,184 ounces of gold (2013: 376,978 ounces) at an average realised price of \$1,442/oz. Silver sales generated revenue of \$73.201 million (2013: \$8.645 million) from the sale of 3,312,830 ounces (2013: 307,726 ounces) of silver at an average price of \$22.10/oz. Copper sales generated revenue of A\$8.497 million (2013: Nil).

Approximately 80% of the volume was sold on spot markets at an average price of \$1,414/oz with the remaining 20% sold into the hedge book at an average price of \$1,553/oz.

Increased sales revenue was achieved due to the full year contribution of sales volumes from the Mt Carlton gold-silver-copper mine which commenced commercial production on 1 July 2013.

Of the silver sales, 2,762,111 ounces of silver was from Mt Carlton A39 mine generating revenue of \$60.782 million. Copper by-product revenue in the Mt Carlton V2 and A39 concentrate contributed to \$8.497 million of revenue.

On 2 September 2013 Evolution announced an increase in the gold hedge volume to 225,684 ounces at A\$1,590 per ounce. The objective of the additional hedging was to provide sufficient cash flows for the Group and to underpin the projected returns from the Edna May gold mine and ensure that the mine not only generates sufficient cash flow to self-fund all of its near-term capital expenditure (major stripping) but also provides an appropriate return on the capital commitment.

At year end the Company had delivery of 164,319 ounces remaining in its hedge book at an average deliverable price of A\$1,597/oz.

### Cost of sales

Cost of Sales	30 June 2014 \$'000	30 June 2013 \$'000	Change \$'000	% Change
Site production costs	344,408	361,579	17,171	5%
Royalties	32,497	30,428	(2,069)	(7%)
Selling and transportation costs	12,244	2,137	(10,107)	(473%)
Inventory movements	7,911	(35,858)	(43,769)	-
Operating costs	397,060	358,286	(38,774)	(11%)
D&A	142,746	140,471	(2,275)	(2%)
<b>Cost of sales</b>	<b>539,806</b>	<b>498,757</b>	<b>(41,049)</b>	<b>(8%)</b>

Excluding the additional costs associated with the introduction of Mt Carlton, the cost of sales at Cracow, Pajingo, Edna May and Mt Rawdon reduced by 16% relative to the prior period. Cost of sales, inclusive of depreciation and amortisation ("D&A") and Mt Carlton increased by 8% to \$539.806 million from \$498.757 million.

Included in Cost of Sales was \$397.060 million of operating costs and \$142.746 million of D&A expense. Operating costs included \$144.501 million of mine operating costs, \$143.631 million of processing \$32.497 million of royalty expense, \$35.573 million of site administration and \$12.243 million of transport, selling and distribution expenses. Higher inventory movement costs in the current year relate to lower Ore and Metal in Circuit inventory associated with drawdown of stocks, compared to build up ROM stocks in the prior year.

### Mine Operating Costs

Relative to the prior period, Group unit cash operating costs decreased by 1% or \$9/oz. The current year result included Mt Carlton for the first time, with Cracow showing a vast improvement and Edna May having significantly higher unit costs due to lower production caused predominantly by lower grade.

Unit cash operating cost at Cracow decreased by 16% to A\$728/oz, from A\$867/oz in the prior year. This reduction in unit cost was primarily due to the move to owner mining from 1 July 2013. Reducing mining costs while still achieving higher volumes of ore mined which increased by 5%. Cracow was still able to achieve this despite a 6% reduction in head grade from 6.53g/t in the prior period to 6.12g/t.

Unit cash operating cost at Mt Rawdon increased by 9% to A\$670/oz, from A\$613/oz in the prior period. This was caused by a decrease in production by a 9% reduction from lower head grade and lower ore mined 2,564kt compared to 3,753kt in the prior period. Clearing for the new western waste dump was also completed during this period, with work commencing on infrastructure establishment such as diversion drains and a sediment dam. The new western waste dump will provide shorter waste haulage profiles for the commencement of the Stage 4 pit, and is anticipated to further reduce overall mining costs.

# Directors' Report (continued)

Unit cash operating cost at Edna May increased by 13% to A\$1,017/oz, from A\$900/oz in the prior period. This increase was driven by a 8% reduction of grade to 1.04 g/t, (2013: 1.13 g/t) and an 28% reduction in the amount of ore mined to 2,066kt (prior period 2,856kt). Significant work is currently underway to improve processing throughput and plant availability. The Knelson Concentrator tails redirection project was prioritised during the second quarter based on some of the learning from the now completed secondary crushing trial. Significant improvement was made across production volumes and mill ball consumption which is already evident with the processed tonnes despite the lower mining tonnes only reducing by 2%.

Unit cash operating cost at Pajingo increased by 11% to A\$894/oz in the year, from A\$807/oz in the prior period. This increase was predominantly caused by a 29% decrease in production largely due to timing issues associated with accessing high-grade stoping panels in the Sonia ore body. Pajingo was able to achieve some cost reductions through mine and technical organisational structure reviews and restructuring with employment levels in mining and processing reduced, which has delivered lower operating costs with mining costs reducing 10% from the prior period.

During its first year of operations, Mt Carlton performed well with unit cash operating cost of \$675/oz. Utilising ore coming from both the A39 silver and the V2 gold pits during the period. Mt Carlton produced 87,952 ounces<sup>(1)</sup> at an average gold equivalent grade of 5.80g/t. In response to the current economic environment, the operation focused on cost reduction strategies on material procurement, processing efficiencies and concentrate logistics.

## *Depreciation and Amortisation*

Depreciation and amortisation increased by 1% to \$142.746 million, compared to \$140.741 million in the prior period. This included a charge of \$30.856 million relating to the depreciation and amortisation of the Mt Carlton plant and mine development assets, following commencement of commercial production on 1 July 2013.

Excluding Mt Carlton, depreciation and amortisation charge for the year reduced by \$28.851 million or 20% compared to the prior period, driven by the reduced asset base as a result of recognition of an asset impairment in June 2013 partly offset by a lower resource multiple as part of the updated reserves and resources.

## *Other Expenses*

Administration cost for the year was \$20.868 million which was 17% lower than the \$25.020 million cost in the prior year. Cost reductions were a result of reduced consultant and advisory labour expenses.

## **Discovery**

Evolution's Discovery program is focused on making a transformational discovery and expediting mine life extensions within the prospective 5,965 square kilometre land package it controls around its five operating mines. Evolution's strategy is to refine exploration targeting to bring forward discovery in a timely and cost effective manner and includes:

- Application of oil and gas exploration technology (seismic) in the gold industry.
- 4D studies (integrating geological time) – unravelling the geological evolution of mature fields to determine potential areas of gold enrichment.
- Continual assessment of acquisition and joint venture opportunities.
- Driving exploration efficiencies – e.g. real time management of data (performance management).

Total Discovery expenditure during the year was \$17.028 million, a \$9.241 million reduction compared to the prior year expenditure of \$26.269 million. The total Exploration portion of the Discovery expenditure which was expensed through the profit and loss for the year was \$6.252, \$2.825 million lower than the prior year of \$9.077 million. A total of 28,623ms of drilling was completed throughout the year for underground resource definition and exploration.

## **Financing**

Finance costs for the year were \$14.384 million or 67% higher than the prior year costs of \$8.589 million. Finance costs comprise interest on debt finance, interest on lease finance, unwinding of discount on rehabilitation provision and amortisation of establishment costs relating to the revolving credit facility. Increased costs were driven by the first full year of borrowing costs under the Company's Revolving Credit Facility, compared to partial year borrowing costs in the prior year. Higher interest costs were also driven by the lease financing of mining equipment at the Cracow mine as a result off the transition to owner mining and for the prior year the Mt Carlton portion of finance costs being capitalised while it was under construction.

(1) Mt Carlton production recorded as payable gold production. Silver production from the A39 silver deposit at Mt Carlton is recorded as gold equivalent using a gold to silver ratio of 1:65.2 for the September quarter 2013, 1:61.9 for the December quarter 2013, 1:62.5 for the March quarter 2014 and 1:65.6 for the June quarter 2014.

# Directors' Report (continued)

## Taxation

In the current year, no income tax expense or benefit has been recognised. As at year end, the balance sheet carried no deferred tax asset or liability which is a result of a deferred tax asset being recognised in respect of an asset impairment. We note that the deferred tax asset has been recognised up to the amount of the deferred tax liability. During the period, the Group received two favourable private rulings from the Australian Taxation Office confirming the availability of an additional \$35.436 million in tax losses. The rulings related to \$17.568 million of allowable Catalpa Resources Ltd carry forward losses due to passing the Continuity of Ownership Test and \$17.868 million of allowable Conquest Mining Ltd carry forward losses due to passing the Same Business Test. The company recognised a \$23.503 million tax benefit in the current period.

## Segment performance

The performance of Evolution's assets varied across all sites for the underlying mine EBIT level. Mt Rawdon and Cracow were the Group's greatest contributors of EBIT at 27% and 28% each with Pajingo the lowest contributor to EBIT, at 14% of the Group. Mt Carlton performed well throughout the year contributing 15% of EBIT during its first year of commercial operation.

Financial Results Summary 30 June 2014	Cracow	Pajingo	Edna May	Mt Rawdon	Mt Carlton	Total
Revenue	139,040	91,074	120,751	148,795	134,760	634,420
Operating Costs	(80,467)	(64,513)	(85,143)	(79,330)	(89,913)	(399,366)
D & A	(31,695)	(16,015)	(20,566)	(43,614)	(30,856)	(142,746)
Total Cost of Sales	(112,162)	(80,528)	(105,709)	(122,944)	(120,769)	(542,112)
<b>Underlying Mine EBIT</b>	26,878	10,546	15,042	25,851	13,991	92,308
Corporate, admin, exploration and other						(28,576)
Net finance costs						(13,715)
Net income tax expense						0
<b>Net Profit/(loss)</b>						50,017

## Cash flow

Cash flow from operating activities was \$202.197 million, a \$30.793 million reduction from the prior year (2013: \$232.990 million).

Cash flow from investment activities was an outflow of \$169.865 million, \$287.201 million lower compared to \$457.066 million for the prior year. The payments for capital expenditure related to the payment of opening capital creditors in 2014 (\$11.455 million), property plant and equipment (\$42.972 million), mine development (\$106.980 million) and discovery expenditure (\$20.037 million).

Cash outflows from financing activities were \$14.387 million, a decrease of \$110.341 million from the prior year. The outflows of \$8.505 million for the repayment of interest bearing liabilities and the dividend payment of \$14.173 million were offset against the pre-financing of the Mt Carlton shipment and insurance premium funding (\$7.062 million).

The net cash inflow during the year was \$17.945 million and the closing cash balance at 30 June 2014 was \$31.607 million. The Company has available credit of \$73.216 million on its \$200.000 million credit facility.

Cash flow summary for the year ending	30 June 2014 \$'000	30 June 2013 \$'000	% Change
Cash flows from operating activities	202,197	232,990	(13%)
Cash flows from investing activities	(169,865)	(457,066)	63%
Cash flows from financing activities	(14,387)	95,954	-
Net increase in cash and cash equivalents	17,945	(128,122)	-
Cash and cash equivalents at the beginning of the year	13,662	141,784	(90%)
<b>Cash and cash equivalents at the end of the year</b>	<b>31,607</b>	<b>13,662</b>	<b>131%</b>

## Balance sheet

Evolution's Net Assets and Total Equity increased by \$38.049 million during the year to \$785.304 million.

The value of mine assets (mine development, exploration and property, plant and equipment assets) increased by 7%, or \$64.747 million, during the year to \$982.367 million. This included an increase of \$29.685 million in the Company's rehabilitation provision as a result of a review by an external consultant.

## Directors' Report (continued)

Mt Carlton remains the Group's highest value asset with a book value of \$309.637 million. The book values of the other assets are Mt Rawdon at \$286.786 million, Pajingo at \$136.804 million, Cracow at \$134.295 million and Edna May at \$112.803 million.

As at 30 June 2014, the Company had net debt, comprising total interest-bearing debt less cash, of \$106.735 million. Total interest bearing debt was \$138.342 million, which was comprised of short term borrowings of \$11.559 million (mainly related to trade finance on Mt Carlton concentrate) and long term borrowings of \$126.784 million under the Company's revolving credit facility. Net debt reduced during the period as the result of the higher closing cash balance, partly offset by higher short term debt whilst debt under the revolving credit facility remained unchanged.

The gearing ratio (net debt to net debt plus equity) as at 30 June 2014 was 12%.

<b>Balance Sheet Summary 30 June 2014</b>	<b>Jun-14 \$'000</b>	<b>Jun-13 \$'000</b>	<b>Jun-12 \$'000</b>
Current Assets	123,643	102,649	219,174
Non-current Assets	985,880	919,321	1,050,276
<b>Total Assets</b>	<b>1,109,523</b>	<b>1,021,970</b>	<b>1,269,449</b>
Current Liabilities	(101,373)	(98,542)	(137,382)
Non-current Liabilities	(222,846)	(176,173)	(75,648)
<b>Net Assets</b>	<b>785,304</b>	<b>747,255</b>	<b>1,056,419</b>
<b>Equity</b>	<b>(785,304)</b>	<b>(747,255)</b>	<b>(1,056,419)</b>

### Dividend

The Company paid its maiden dividend in September 2013 of \$7.086 and an interim dividend of 1 cent per share amounting to \$7.087 million which was paid in March 2014.

The Board of Directors also approved the implementation of a Dividend Reinvestment Plan ("DRP"). The DRP allows shareholders to elect to reinvest all or part of any dividends payable to acquire additional Evolution shares. The allotted shares in respect of the first-half FY14 interim dividend was issued at a 5% discount to the daily volume-weighted average price ("VWAP") for the 5 days immediately after the record date equating to a price of 91.92 cents per share.

The Company maintains its policy of, whenever possible, paying a dividend equivalent to 2% of Evolution's gold equivalent sales revenue. The Board has decided that despite the challenging gold market conditions, Evolution is in a sound financial position and is able to confirm its commitment to pay a dividend for the current period of one cent per share, totalling \$7.100 million. Evolution shares will trade excluding entitlement to the dividend on 5 September 2014 with the record date of 9 September 2014 and a payment date of 3 October 2014.

# Directors' Report (continued)

## 6. Future outlook and risks

Evolution is forecasting production in FY15 of between 400,000 – 440,000 ounces gold equivalent, in line with FY14. Unit cash costs are expected to be in the range of \$750/oz to \$820/oz which is similar to that achieved in the year under review. At an AUD:USD exchange rate of 0.925 this equates to globally competitive unit cash costs of US\$695/oz to US\$760/oz.

Unit cash costs represent the costs 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.

The additional costs of royalties, rehabilitation, sustaining capital and corporate overheads add approximately \$300/oz providing for Group All-in Sustaining Costs ("AISC") of \$1,050/oz to \$1,130/oz. The main items are sustaining capital (approximately \$187/oz) and royalties (approximately \$80/oz). The AISC does not include an allocation for the discovery budget (\$20 million in FY15) or the cost of major projects – being open pit cutbacks underway at Mt Rawdon (approximately \$35 million to \$40 million in FY15), Edna May (approximately \$20 million to \$25 million in FY15), Mt Carlton (approximately \$15 million to \$20 million in FY15) and advanced underground development at Cracow and Pajingo (approximately \$5 million – \$7.5 million per site). Discovery and major projects add costs equivalent to \$220/oz to \$290/oz to give an All-in Cost (AIC) of \$1,300/oz to \$1,400/oz.

Total Group capital expenditure, which includes all sustaining and growth capital is planned to be in the range of \$135 million to \$175 million for the FY15. Approximately 60% of the expenditure is associated with the open pit cutbacks at Mt Rawdon and Edna May and underground development at Cracow and Pajingo.

A mine-by-mine breakdown of production, cash costs and capital expenditure forecasts is provided in the table below:

<b>FY15 Guidance</b>	<b>Gold Equiv. Production (oz)</b>	<b>Unit Cash Costs (\$/oz)</b>	<b>All in Sustaining Costs (\$/oz)</b>	<b>Capital Expenditure (\$ million)</b>
Cracow	90,000-95,000	660-730	1,000-1,080	25-32.5
Pajingo	65,000-72,500	700-770	1,050-1,120	20-27.5
Mt Rawdon	100,000-110,000	660-730	880-950	45-55
Edna May	80,000-90,000	980-1,060	1,120-1,200	25-30
Mt Carlton	65,000-72,500	760-840	1,020-1,100	20-30
<b>Group Total</b>	<b>400,000-440,000</b>	<b>750-820</b>	<b>1,050-1,130</b>	<b>135-175</b>

Mt Carlton produces two distinct precious metal concentrates, a gold-silver-copper concentrate from the V2 deposit and a silver-copper concentrate from the A39 deposit. Mining of the current A39 deposit has now ceased and A39 stockpiled ore will continue to be treated in the first quarter of FY15. Thereafter, production will come entirely from the V2 deposit. Mt Carlton is forecast to produce approximately 52,500 – 60,000 ounces of payable gold from the V2 deposit and approximately 740,000 ounces of payable silver from the A39 deposit in FY15.

Mt Carlton production guidance shown earlier in this section refers to payable metal (i.e. after smelter deductions) and is the total of the gold produced from the V2 deposit and the silver produced from the A39 deposit after converting A39 silver production to a gold equivalent figure (on the basis of a commodity price ratio of A\$1,400/oz for gold and A\$23/oz for silver). Mt Carlton cash cost guidance is based on total cash operating costs across the V2 and A39 deposits less by-product credits from silver and copper in the V2 concentrate and copper in the A39 concentrate, divided by the gold equivalent production figure. A silver price of A\$23/oz and a copper price of A\$3.30/lb is assumed for by-product credits.

Cracow, Pajingo, Mt Rawdon and Edna May guidance shown in the table above refers only to gold production (i.e. silver production has not been included as a gold equivalent co-product but accounted for as a by-product). A silver price of A\$23/oz is assumed in the unit cash cost guidance.

The gold price fell 24% during the FY13 and another 9% during the FY14. In addition to the price falls, major investment banks downgraded their gold price forecasts. This has culminated in significant falls in the share prices of gold mining companies and deterioration in stock market sentiment towards gold mining companies. Evolution has responded to the lower gold price environment by implementing a number of productivity and efficiency initiatives across all of its operations and strict discipline in relation to all capital expenditure.

### Material business risks

Evolution prepares its business plan 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 2014 are:

# Directors' Report (continued)

## *Fluctuations in the gold price and Australian dollar*

The Group's revenues are exposed to both fluctuations in the gold price and movements in 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.

## *Mineral reserves and resources*

Evolution'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 Evolution's mineral resources constitute or will be converted into reserves.

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

## *Replacement of depleted reserves*

Evolution 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. Evolution'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 Evolution may decline if reserves are mined without adequate replacement and Evolution may not be able to sustain production beyond the current mine lives, based on current production rates.

## *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, cave-ins, and weather conditions (including flooding and bushfires), most of which are beyond the Company's control. These risks and hazards could result in significant costs or delays that could have a material adverse effect on the Company's financial performance, liquidity and results of operation.

Evolution 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*

Evolution prepares estimates of future production, cash costs and capital costs of production for particular 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 Evolution's future cash flows, profitability, results of operations and financial condition.

Evolution'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, the cost of commodities, general inflationary pressures and currency exchange rates.

## *Environmental, health and safety regulations; permits*

Evolution'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. Evolution's ability to obtain permits and approvals and to successfully operate may be adversely

## Directors' Report (continued)

impacted by real or perceived detrimental events associated with Evolution'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 Evolution's operations, including its ability to continue operations.

While Evolution 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.

### *Community Relations*

Evolution has an established community relations function, both at a corporate level and at each of the operations. The corporate 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. Evolution recognises that a failure to appropriately manage local community stakeholder expectations may lead to dissatisfactions which has the potential to disrupt production and exploration activities.

### *Risk management*

Evolution 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 Company's risk reporting and control mechanisms are designed to ensure strategic, operational, legal, financial, reputational and other risks are identified, assessed and appropriately managed.

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

Evolution 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 Company's management of those risks.

# Directors' Report (continued)

## SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Significant changes in the state of affairs of the Company during the financial year follows in chronological order:

- On 1 July 2013 the changeover to owner mining at Cracow occurred with minimal disruption to operations. The Company now directly employs 198 personnel at Cracow, an increase of 105 from 30 June 2013. The Company now directly owns all mining equipment at Cracow and has entered into hire purchase agreements to the amount of \$14.371 million.
- On 18 July 2013 the Company announced the commencement of commercial production from 1 July 2013 at its 100% owned Mt Carlton gold-silver-copper mine following the successful commissioning of all key components of the processing plant.
- On 30 August 2013 the Company announced that it will pay its maiden dividend based on a gold linked royalty style dividend policy of 1 cent per share unfranked. The record date for the dividend was 11 September 2013 with the dividend payment made on 26 September 2013.
- On 2 September 2013 Evolution announced an increase in the gold hedge volume to 225,684 ounces at A\$1,590 per ounce. The objective of the additional hedging was to provide sufficient cash flows for the Group and to underpin the projected returns from the Edna May gold mine and ensure that the mine not only generates sufficient cash flow to self-fund all of its near-term capital expenditure (major stripping) but also provides an appropriate return on the capital commitment.
- On 19 March 2014 the Company advised that the Dividend Reinvestment Plan price for the interim dividend in respect of the half year ended 31 December 2013 was 91.92 cents per share with the participation rate of 17.43% of the Company's ordinary issued shares.
- On 17 April 2014 the Company announced its decision to transition to owner mining at Mt Rawdon mine, with the changeover to occur from 1 July 2014. The Company now directly owns all mining equipment at Mt Rawdon and has entered into hire purchase agreements to the amount of \$14.263 million.
- On 27 May 2014 Evolution announced that its Chief Financial Officer Mr Tim Churcher had tendered his resignation with Mr Churcher remaining with the Company until 1 July 2014.
- On 6 June 2014 Evolution announced the appointment of Mr Lawrie Conway as Finance Director and Chief Financial Officer effective from 1 August 2014.
- On 12 June 2014 the Company announced that it had entered into a joint venture arrangement with Emmerson Resources over the highly prospective Tennant Creek gold-copper project located in central Northern Territory, Australia. As part of the agreement the Company paid \$0.5 million to Emmerson Resources for the initial exploration expenditure.

Apart from the above, or as noted elsewhere in this report, no significant changes in the state of affairs of the Company occurred during the financial year.

# Directors' Report (continued)

## SUBSEQUENT EVENTS

- On 1 July 2014 the changeover to owner mining at Mt Rawdon occurred with minimal disruption to operations. The Company now directly employs 178 personnel at Mt Rawdon, an increase of 83 from 30 June 2014. The Company now directly owns all mining equipment at Mt Rawdon and has entered into hire purchase agreements to the amount of \$14.263 million.
- On 7 July 2014 Evolution announced that as part of the a farm in and joint venture arrangement with Emmerson Resources (ASX:ERM) ("Emmerson") over the high prospective Tennant Creek gold copper project they had purchased 49,144,000 new shares in Emmerson (13%) at the weighted 20 day average of \$0.0381 for \$1.872 million to be held in escrow for 12 months. With Evolution also issuing 2,504,383 new shares to Emmerson for a non-cash consideration per share of \$0.7986 totalling \$2.000 million, to be held in escrow for 12 months.
- Edna May Operations Pty Ltd, a wholly owned subsidiary of Evolution, 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. Evolution will vigorously defend the claim.

## FUTURE DEVELOPMENTS

Other likely developments in the operations of the Company and the expected results of those operations in future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to the Company. Accordingly this information has not been disclosed in this report.

## ENVIRONMENTAL REGULATIONS

The Company is subject to significant environmental regulation in respect to its exploration, mining and processing activities. The Company aims to ensure the appropriate standard of environmental care is achieved, and in doing so, that it is aware of and is in compliance with all environmental legislation. The Directors of the Company are not aware of any breach of environmental legislation for the year under review.

# Directors' Report (continued)

## DIRECTORS' MEETINGS

The numbers of meetings of the Company's board of directors and of each board committee held during the year ended 30 June 2014, and the numbers of meetings attended by each Director were:

	Board Meetings		Audit Committee Meetings		Risk Management Meetings		Nomination and Remuneration Committee Meetings	
	A	B	A	B	A	B	A	B
J Klein	8	8	-	-	-	-	-	-
J Askew	8	8	-	-	3	3	2	2
L Conway	8	7	4	4	-	-	2	2
G Freestone	8	8	4	4	-	-	-	-
C Johnstone	7	6	-	-	3	3	-	-
P Marks	2	2	2	2	-	-	-	-
T McKeith	5	5	1	1	-	-	-	-
J Rowe	8	7	-	-	3	3	2	2
P Smith	1	1	-	-	-	-	-	-

A: Number of meetings held while in office.

B: Meetings attended.

## DIRECTORS' INTERESTS

The following table sets out each Director's relevant interest in shares or options in shares of the Company as at the date of this report:

	Fully Paid Ordinary Shares	Share Options	Performance Rights
Jacob Klein	6,117,002	4,677,436	3,704,090 <sup>1</sup>
Lawrie Conway	-	-	-
James Askew	500,000	488,651	-
Graham Freestone	68,523	-	-
Colin Johnstone	67,567	-	-
Thomas McKeith	100,000	-	-
John Rowe	112,582	-	-

<sup>1</sup>Subject to vesting conditions as described on page 73. The first tranche of Performance Rights awarded from financial year 2012 were tested as at 30 June 2013. 167,002 Performance Rights met the performance measures and 234,638 Performance Rights did not meet the performance right measures and therefore lapsed. The second tranche of Performance Rights were tested as at 30 June 2014. As at the date of this report, 241,626 Performance Rights have met the performance measures and are expected to vest subject to Board confirmation, whilst 160,013 Performance Rights did not meet the performance measures and are expected to lapse subject to Board confirmation.

# Directors' Report (continued)

## REMUNERATION REPORT (AUDITED)

### INTRODUCTION

The Remuneration Report forms part of the Directors' Report for the year ended 30 June 2014. This report contains details of the remuneration paid to the Directors and Key Management Personnel ("KMP") as well as the remuneration strategy and policies that were applicable in the 2014 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:

- Director and KMP details
- Summary of key terms
- Industry context
- Remuneration strategy and philosophy
- Remuneration policy
- Relationship between the remuneration policy and Company performance
- Remuneration of Directors and KMPs
- Executive service agreements
- Share-based compensation and performance rights

### DIRECTOR AND KEY MANAGEMENT PERSONNEL DETAILS

#### Directors

Except as noted, the named persons held their current positions for the whole of the financial year and up to the date of this report:

Jacob Klein	Executive Chairman
Lawrie Conway	Finance Director and Chief Financial Officer <sup>(i)</sup>
James Askew	Non-Executive Director
Graham Freestone	Lead Independent Director
Colin Johnstone	Non-Executive Director <sup>(ii)</sup>
Thomas McKeith	Non-Executive Director <sup>(iii)</sup>
John Rowe	Non-Executive Director
Peter Smith	Non-Executive Director <sup>(iv)</sup>
Paul Marks	Non-Executive Director <sup>(v)</sup>

(i) Lawrie Conway was appointed as Finance Director and Chief Financial Officer with effect from 1 August 2014 and was a Non-Executive Director up until this date.

(ii) Appointed 30 September 2013.

(iii) Appointed 1 February 2014.

(iv) Resigned 30 September 2013.

(v) Resigned 4 November 2013.

#### Key Management Personnel

Except as noted, the named persons held their current positions for the whole of the financial year and up to the date of this report:

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)

# Directors' Report (continued)

## SUMMARY OF KEY TERMS

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

Key Term	Definition
<b>The Board of Directors ("the Board" or "the Directors")</b>	The Board of Directors, the list of persons under the relevant section on page 66.
<b>Key Management Personnel ("KMP")</b>	Senior executives having the authority and responsibility for planning, directing and controlling the activities of the Company and are members of the senior leadership team. KMPs for the financial year ended 2014 are listed under the listed section on page 66.
<b>Total Fixed Remuneration ("TFR")</b>	Total Fixed Remuneration comprises a base salary plus superannuation. This is currently positioned at the median (50th percentile) of the industry benchmarking report.
<b>Short Term Incentive ("STI") and Short Term Incentive Plan ("STIP")</b>	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.
<b>Long Term Incentive ("LTI") and Long term Incentive Plan ("LTIP")</b>	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 vesting conditions 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 KMPs and senior managers to achieve business objectives that are aligned with shareholder interests, and are currently provided via performance rights.
<b>Total Annual Remuneration</b>	Total Fixed Remuneration plus STI.
<b>Total Remuneration</b>	Total Fixed Remuneration plus STI and LTI.
<b>Superannuation Guarantee Charge ("SGC")</b>	This is the employer contribution to an employee nominated superannuation fund required by law. The percentage contribution was set at 9.25% in the reporting period, and will increase to 9.50% from 1 July 2014, and is capped in line with the SGC maximum quarterly payment.
<b>Employees and Contractors Option Plan ("ECOP")</b>	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.
<b>Employee Share Option and Performance Rights Plan ("ESOP")</b>	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.
<b>Total Shareholder Return ("TSR")</b>	TSR is the total return on an ordinary share to an investor arising from growth in the share price plus any dividends received.
<b>Key Performance Indicators ("KPIs")</b>	A form of performance measurement for individual performance against a pre-defined set of goals.
<b>Peer Group</b>	20 comparator gold mining companies selected to be included in the Peer Group to measure the Company's performance within this selected Group.
<b>Volume Weighted Average Share Price ("VWAP")</b>	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.
<b>C1 Cash Cost Rank</b>	Evolution's C1 cash cost per ounce performance relative to the Peer Group.
<b>Fees</b>	Fees paid to Executive and Non-Executive Directors for services as a Director, including sub-committee fees as applicable.

# Directors' Report (continued)

## REMUNERATION GOVERNANCE

The Board of Directors ("the Board") established a 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 and Non-Executive Directors, in accordance with approved Board policies and processes.

## INDUSTRY CONTEXT

Evolution is a growth focused gold producer and owns and operates five mines. The Company has four operating mines in Queensland; comprising two underground operations and two open pit operations. The Group also has an open pit operation in Western Australia. The company holds 100% interest in all of its operations.

As at 30 June 2014, the Company workforce comprised 817 Evolution employees and 293 contractors. Evolution competes nationally for labour in the wider resources industry as skills are generally transferable across commodities and States.

The latter part of FY13 saw significant changes in the gold price environment and a level of gold price volatility has continued throughout FY14. As a result, Evolution has consistently been challenged to demonstrate responsiveness and agility in the market, particularly in the face of a bearish market sentiment toward the gold industry more broadly, a heavy focus on effective cost management, cash flow and delivering on market guidance.

Evolution has long maintained a view that the size of our organisation enables us to be more flexible and adaptive in the face of such challenges, more so than our larger gold mining counterparts, where levels of bureaucracy and red-tape often dampen efforts at improved efficiencies and productivity. Throughout FY14, Evolution has challenged its workforce to become leaner and to 'do more with less' and our people have responded well. Our FY14 results aptly confirm our successful delivery on key performance indicators across our business. In addition, the business has taken measures to further boost efficiencies throughout our business, with Project Sustain at Pajingo being a prime example of how a whole of operation review can deliver significant opportunities for restructuring and re-alignment to drive business objectives in a far more efficient way. Further to this, Cracow offered an example of a successful transition to an owner miner operation, with Mt Rawdon following suit and transitioning to owner miner as of 1 July 2014 – again, both projects have pursued a more cost efficient method of mining to deliver greater outcomes and returns to our shareholders, while contributing to a more sustainable operation in the longer term. Evolution has also managed to pay its shareholders \$14.173 million through its dividend program.

We firmly believe that we still have the right vision and strategy and our remuneration strategy aims to ensure that we have the right mix of responding to the prevailing conditions, protecting the good work done to date 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.

# Directors' Report (continued)

## REMUNERATION STRATEGY AND PHILOSOPHY

The remuneration strategy was set in FY12 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 FY14, new STIP and LTIP measures were agreed and aligned to the key objectives for the Evolution group.

Evolution'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 143 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 Evolution'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 measureable, 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.

# Directors' Report (continued)

## REMUNERATION POLICY

### Executive Directors and Key Management Personnel Remuneration Policy

The Evolution 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 Company's financial performance. The Nomination and Remuneration committee was formed to review the specifics of Directors and KMP remuneration and oversee all Company compensation changes and principles. The Board of Evolution believes the remuneration policy to be strategic, appropriate and effective in its ability to attract and retain Executive Directors and KMPs and to operate and manage the Company effectively.

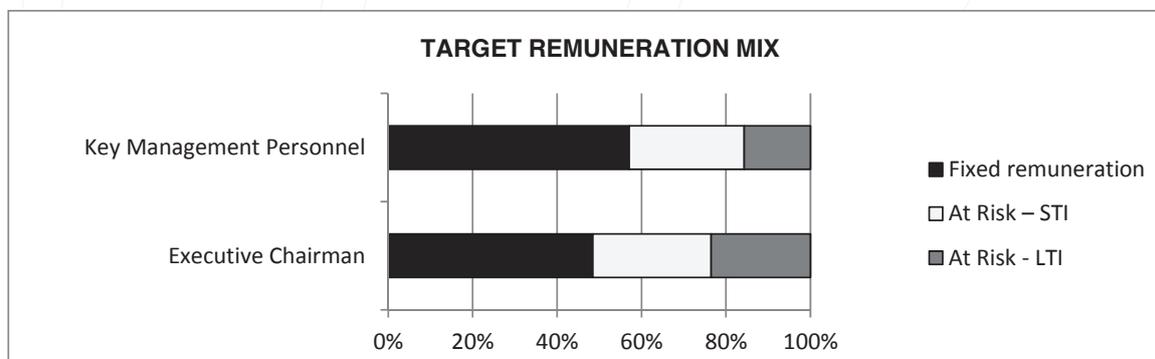
Evolution defines and applies its remuneration policy and elements by considering the overall business plan, external market conditions, key employee value drivers, individual employee performance and industry benchmark data.

All KMP receive a remuneration package in line with the overall Company 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 Company'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 Evolution 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 Company's various STIPs.

Executive Directors and KMPs receive a superannuation guarantee contribution ("SGC") required by law, which moved from 9.25% to 9.5% in financial year 2015 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.

To ensure that executive remuneration is aligned to company performance, a portion of the Executive Directors and KMP target pay is at risk. Target remuneration mix for the year ended 30 June 2014 was:



### Non-Executive Director 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 Company and they do not participate in the Company's STIP or LTIP.

## RELATIONSHIP BETWEEN THE REMUNERATION POLICY AND COMPANY PERFORMANCE

The remuneration policy has been designed to align individual and team accountabilities with the Group's business plan goals.

A cornerstone element of the remuneration policy is the introduction of various incentive plans for eligible employees, addressing both short and long term goals. The purpose of these incentives is to encourage the alignment of employee effort with business goals and shareholder interests.

The Company believes its incentive policy is effective in increasing shareholder wealth and delivering appropriate and motivational reward to all employees.

Every eligible permanent employee has the opportunity to participate in one of the Company's STIPs, and are measured consistently against outcomes at Threshold, Target and Stretch milestones.

# Directors' Report (continued)

## SHORT TERM INCENTIVE PLANS

### 1. The Corporate Plan

The Corporate STIP applies to employees at the level of Manager and above across the Company. The Corporate STIP is a cash bonus, up to a maximum percentage of TFR based on the employee position 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 and costs, as well as individual key performance indicators ("KPI"). The Corporate STIP is currently set at between 20% and 60% of TFR for on target achievement, with a maximum of 60%-90% of TFR for stretch achievement, depending on the employee position band.

A Corporate STIP bonus totalling \$4.070 million was awarded to the eligible group at 30 June 2014 to be communicated and paid in September and October 2014 (2013: \$1.397 million).

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

### 2. The Production Bonus

The Production Bonus is a cash award which applies to all employees at Operating Sites who are not eligible for the Corporate 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 on target achievement, with a maximum of 20% of TFR for stretch achievement.

### 3. The Annual Performance Bonus

The Annual Performance Bonus applies to corporate employees and those employees who, by exception, are not included in a Corporate 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.

### 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

During the year 1,545,460 options expired and there were 488,651 options outstanding at 30 June 2014 (2013: 2,034,111), all of which were on issue to Directors and KMPs.

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

	2014 Number	2013 Number
Outstanding balance at the beginning of the year (1 July)	2,034,111	2,261,387
Issued during the period	-	-
Exercised during the period	-	(227,276)
Expired during the period	(1,545,460)	-
Outstanding balance at the end of the year	<b>488,651</b>	<b>2,034,111</b>

## Directors' Report (continued)

### 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 amended on 19 October 2011. 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.

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 Company, the nature or terms of their employment or contract and the contribution they make to the Company 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 invitation date, 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 no options were exercised and there were 8,895,087 options outstanding at 30 June 2014 (2013: 8,895,087), of which 6,312,436 were issued to Directors and KMPs (2013: 6,346,436).

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

	2014 Number	2013 Number
Outstanding balance at the beginning of the year (2013)	8,895,087	9,215,087
Issued during the period	-	-
Exercised during the period	-	(260,000)
Expired during the period	-	(60,000)
Outstanding balance at the end of the year	<b>8,895,087</b>	<b>8,895,087</b>

No further options will be issued under ESOP as Performance Rights are the selected long term incentive mechanism.

#### Performance rights under ESOP

The LTIP approved by shareholders on 23 November 2010 provided for the issuance of performance rights to Executive Directors and eligible employees. The 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 KMPs and senior managers on a basis that is aligned with shareholder interests, and are provided via performance rights.

During the year the Company issued 10,498,408 Performance Rights to employees. The movement in Performance Rights under this plan is summarised in the table below:

	2014 Number	2013 Number
Outstanding balance at the beginning of the year (1 July)	7,048,629	3,580,758
Performance rights granted during the period	10,498,408	4,921,274
Vested during the period	(559,378)	-
Lapsed during the period	(752,227)	-
Forfeited during the year	(1,918,543)	(1,453,403)
Outstanding balance at the end of the year	<b>14,316,889</b>	<b>7,048,629</b>

The first tranche of Performance Rights awarded from financial year 2012 were tested as at 30 June 2013. 559,378 Performance Rights met the performance measures and vested whilst 752,227 Performance Rights did not meet the performance measures and lapsed. The second tranche of Performance Rights awarded from financial year 2012 were tested as at 30 June 2014. As at the date of this report 724,809 Performance Rights have met the performance measures and are expected to vest subject to Board confirmation and 522,765 Performance Rights are expected to lapse subject to Board

# Directors' Report (continued)

confirmation. There are 3,412,021 Performance Rights granted in financial year 2013 which will be subject to performance testing as at 30 June 2015.

## VESTING CONDITIONS OF PERFORMANCE RIGHTS

Performance Rights issued under the LTIP generally have a term of up to 3 years (other than a two year period for the First Tranche that were granted in the previous financial year) 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 FY12 grants	Weighting for FY13 grants	Weighting for FY14 grants	Weighting for FY15 grants
(i) TSR Performance	Evolution's relative total shareholder return (TSR) measured against the TSR for a peer Company of 20 comparator gold mining companies (Peer Group)	60%	60%	33.33%	25%
(ii) C1 Cash Costs Performance	Evolution's net C1 cash costs per ounce ranking amongst the Peer Group	40%	20%	-	-
(iii) Increasing Mine Life	Increasing mine life to 8 year mine life at June 2015 production rates	-	20%	-	-
(iv) Absolute TSR performance	Evolution's absolute TSR return	-	-	33.33%	25%
(v) Growth in Earnings per share	Growth in Evolution'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%

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

- Year ended 30 June 2012: Performance rights that were granted in the previous financial year were split into two tranches. The First Tranche of performance rights were tested as at 30 June 2013 and the Second Tranche of performance rights have been tested as at 30 June 2014.
- Year ended 30 June 2013: Performance rights that were granted last financial year ended 30 June 2013 will be 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 will be granted in the current financial year will be tested as at 30 June 2017.

## Directors' Report (continued)

### (i) TSR Performance

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

Evolution'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 company'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 company's applicable 30-day VWAP at the close of trade, relating to the grant of Performance Rights for that period. The current year Peer Group selected by the Board is:

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 <sup>1</sup>	Endeavour Mining Corporation <sup>3</sup>	Northern Star Resources NL <sup>4</sup>	Semafo Inc
Aurico Gold Inc	Golden Star Resources Ltd	Oceana Gold Corp	Silver Lake Resources <sup>5</sup>
Beadell Resources Limited <sup>2</sup>	Kingsgate Consolidated Ltd	Perseus Mining Ltd	Troy Resources

<sup>1</sup> Argonaut Gold Inc. has replaced St Barbara Ltd for the FY15 Peer Group of comparator companies.

<sup>2</sup> Beadell Resources Limited replaced Allied Gold Ltd for the FY14 Peer Group of comparator companies.

<sup>3</sup> Endeavour Mining Corporation replaced CGA Mining Ltd for the FY14 Peer Group of comparator companies.

<sup>4</sup> Northern Star Resources NL replaced Intrepid Mines for the FY14 Peer Group of comparator companies.

<sup>5</sup> Silver Lake Resources replaced Northgate Mineral Corp Ltd 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 demergers 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
<b>Threshold</b>	Top 50th percentile	33%
	Above the top 50th percentile and below the top 25th percentile	Straight-line pro-rata between 33% and 66%
<b>Target</b>	Top 25th percentile	66%
	Above the top 25th percentile and below the top 10th percentile	Straight-line pro-rata between 66% and 100%
<b>Exceptional</b>	Top 10th percentile or above	100%

## Directors' Report (continued)

### (ii) C1 Cash Costs Performance

A proportion of Performance Rights will be tested against Evolution'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 Evolution and the Peer Group Company will be determined for the period ended on the Relevant Date ("Cash Costs").

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

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

Level of performance achieved	Evolution's C1 Rank	% of C1 Performance Rights vesting
<b>Threshold</b>	Top 70th percentile	33%
	Above the top 70th percentile and below the top 50th percentile	Straight-line pro-rata between 33% and 66%
<b>Target</b>	Top 50th percentile	66%
	Above the top 50th percentile and below the top 35th percentile	Straight-line pro-rata between 66% and 100%
<b>Exceptional</b>	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 Evolution'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 year ended 30 June 2014 and 30 June 2015 will be tested against Evolution's absolute TSR performance relative to the 30 days VWAP (Absolute TSR Performance Rights) as at 30 June 2013 and 30 June 2014 respectively, measured as the cumulative annual TSR over the three year performance period.

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

### (v) Growth in Earnings Per Share

A proportion of Performance Rights granted during the year ended 30 June 2014 and 30 June 2015 will be tested against Evolution'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 TSR Performance Rights vesting
<b>Threshold</b>	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%
<b>Target</b>	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%
<b>Exceptional</b>	Above 15% Per Annum Growth in EPS	100%

## Directors' Report (continued)

### (vi) Growth in Ore Reserves per share

A proportion of Performance Rights that will be granted during the year ended 30 June 2015 will be tested against Evolution'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 ("Baseline Ore Reserves") to the Ore Reserves as at 31 December 2016 on a per share basis, with testing to be performed at 30 June 2017.

Level of performance achieved	Growth in Ore Reserves per share	% of TSR Performance Rights vesting
<b>Threshold</b>	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%
<b>Target</b>	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%
<b>Exceptional</b>	120% and above of Baseline Ore Reserves	100%

### Performance Rights valuation for FY14 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.

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
<b>September 2013 rights issue</b>			
Number of rights issued	2,520,576	2,520,576	2,520,576
Spot price (\$)	0.920	0.920	0.920
Risk-free rate (%)	2.79	2.79	2.79
Term (years)	2.8	2.8	2.8
Volatility (%)	55-60	55-60	55-60
FV at Grant Date	0.315	0.570	0.860
<b>November 2013 rights issue</b>			
Number of rights issued	748,384	748,384	748,384
Spot price (\$)	0.615	0.615	0.615
Risk-free rate (%)	2.84	2.84	2.84
Term (years)	2.6	2.6	2.6
Volatility (%)	55-60	55-60	55-60
FV at Grant Date	0.235	0.275	0.570
<b>February 2014 rights issue</b>			
Number of rights issued	230,509	230,509	230,509
Spot price (\$)	0.615	0.615	0.615
Risk-free rate (%)	2.84	2.84	2.84
Term (years)	2.4	2.4	2.4
Volatility (%)	55-60	55-60	55-60
FV at Grant Date	0.136	0.271	0.566

For details of Director and KMP interests in options at year end, refer to page 84.

# Directors' Report (continued)

## REMUNERATION OF DIRECTORS AND KEY MANAGEMENT PERSONNEL

The Directors and the Company executives received the following amounts as compensation for their services as Directors and executives of the Company during the period:

### YEAR ENDED 30 JUNE 2014

Name	TOTAL FIXED REMUNERATION		POST EMPLOYMENT BENEFITS	STI	LTI		Total
	Base Salary and Fees	Non-Monetary Benefits (vii)	Superannuation	Bonus	Amortised value (viii)	Termination	
<b>Directors</b>							
Jacob Klein	984,065	-	17,775	580,000	485,973	-	2,067,813
Lawrie Conway <sup>(i)</sup>	97,883	-	2,117	-	-	-	100,000
James Askew	102,500	-	-	-	-	-	102,500
Graham Freestone	105,263	-	9,737	-	-	-	115,000
Colin Johnstone <sup>(ii)</sup>	69,375	-	-	-	-	-	69,375
Thomas McKeith <sup>(iii)</sup>	35,279	-	3,263	-	-	-	38,542
John Rowe	102,500	-	-	-	-	-	102,500
Peter Smith <sup>(iv)</sup>	23,125	-	-	-	-	-	23,125
Paul Marks <sup>(v)</sup>	29,965	-	1,958	-	-	-	31,923
<b>Key Management Personnel</b>							
Aaron Colleran	398,180	-	17,775	200,000	141,888	-	757,843
Paul Eagle	272,225	-	17,775	135,000	46,908	-	471,908
Evan Elstein	307,225	-	17,775	175,000	87,371	-	587,371
Mark Le Messurier	418,225	9,234	17,775	300,000	149,132	-	894,366
Roric Smith	398,180	9,234	17,775	230,000	152,513	-	807,702
Tim Churcher <sup>(vi)</sup>	398,180	-	27,093	161,000	143,674	236,908	966,855
<b>Total</b>	<b>3,742,170</b>	<b>18,468</b>	<b>150,818</b>	<b>1,781,000</b>	<b>1,207,459</b>	<b>236,908</b>	<b>7,136,823</b>

(i) Mr Conway received remuneration in the capacity of a Non- Executive Director during the year. Mr Conway was appointed as Finance Director and CFO on 1 August 2014.

(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.

# Directors' Report (continued)

YEAR ENDED 30 JUNE 2013

Name	TOTAL FIXED REMUNERATION		POST EMPLOYMENT BENEFITS	STI	LTI	Termination	Total
	Base Salary and Fees	Non-Monetary Benefits (v)	Superannuation	Bonus	Amortised value (vi)		
<b>Directors</b>							
Jacob Klein	983,530	-	16,470	-	598,487	-	1,598,487
James Askew	102,500	-	-	-	-	-	102,500
Lawrie Conway	100,000	-	-	-	-	-	100,000
Graham Freestone	105,505	-	9,495	-	-	-	115,000
John Rowe	102,500	-	-	-	-	-	102,500
Peter Smith	92,500	-	-	-	-	-	92,500
Paul Marks	84,862	-	7,638	-	-	-	92,500
<b>Key Management Personnel</b>							
Tim Churcher	398,530	-	16,470	60,000	139,899	-	614,899
Aaron Colleran	398,530	-	16,470	80,000	156,110	-	651,110
Paul Eagle <sup>(i)</sup>	121,765	-	8,235	45,000	11,017	-	186,017
Evan Elstein	273,530	-	16,470	46,400	71,196	-	407,596
Mark Le Messurier	418,530	9,002	16,470	100,000	159,949	-	703,951
Roric Smith <sup>(ii)</sup>	265,687	6,002	10,980	80,000	59,638	-	422,307
Adrian Pelliccia <sup>(iii)</sup>	182,353	6,002	13,831	-	-	84,111	286,297
Raelene Wyatt <sup>(iv)</sup>	126,765	-	16,470	-	-	149,682	292,917
<b>Total</b>	<b>3,757,087</b>	<b>21,006</b>	<b>148,999</b>	<b>411,400</b>	<b>1,196,296</b>	<b>233,793</b>	<b>5,768,581</b>

(i) Employment commenced on 1 July 2012. Appointed as a KMP on 1 January 2013.

(ii) Employment commenced on 1 November 2012.

(iii) Employment terminated on 28 February 2013.

(iv) Employment terminated on 24 December 2012.

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

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

## Directors' Report (continued)

The relative proportions of remuneration that are linked to performance and those that are fixed are as follows:

Name	Fixed Remuneration		At Risk – STI		At Risk – LTI (vii)	
	2014	2013	2014	2013	2014	2013
<b>Directors</b>						
Jacob Klein	48.4%	62.6%	28.1%	-	23.5%	37.4%
Lawrie Conway (i)	100.0%	100.0%	-	-	-	-
James Askew	100.0%	100.0%	-	-	-	-
Graham Freestone	100.0%	100.0%	-	-	-	-
Colin Johnstone (ii)	100.0%	-	-	-	-	-
Thomas McKeith (iii)	100.0%	-	-	-	-	-
John Rowe	100.0%	100.0%	-	-	-	-
Peter Smith (iv)	100.0%	100.0%	-	-	-	-
Paul Marks (v)	100.0%	100.0%	-	-	-	-
<b>Key Management Personnel</b>						
Aaron Colleran	54.9%	63.7%	26.4%	12.3%	18.7%	24.0%
Paul Eagle	61.5%	69.9%	28.6%	24.2%	9.9%	5.9%
Evan Elstein	55.3%	71.1%	29.8%	11.4%	14.9%	17.5%
Mark Le Messurier	49.8%	63.1%	33.5%	14.2%	16.7%	22.7%
Roric Smith	52.6%	67.0%	28.5%	18.9%	18.9%	14.1%
Tim Churcher (vi)	68.5%	67.4%	16.6%	9.8%	14.9%	22.8%

(i) Mr Conway received remuneration in the capacity of a Non- Executive Director during the year. Mr Conway was appointed as Finance Director and CFO on 1 August 2014.

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

# Directors' Report (continued)

## EXECUTIVE SERVICE AGREEMENTS

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

Name	Term of Agreement	Total Fixed Remuneration (\$)	Notice Period by Executive	Notice Period by Evolution	Termination Payment
<b>Existing Executive Directors and Key Management Personnel</b>					
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 month 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 month Total Fixed Remuneration
Paul Eagle General Manager - People and Culture	Open	320,000	3 months	6 months	6 month Total Fixed Remuneration
Evan Elstein Company Secretary and Vice President - Information Technology and Community Relations	Open	340,000	3 months	6 months	6 month Total Fixed Remuneration
Mark Le Messurier Chief Operating Officer	Open	450,000	3 months	6 months	6 month Total Fixed Remuneration
Roric Smith Vice President Discovery and Chief Geologist	Open	425,000	3 months	6 months	6 month Total Fixed Remuneration
Timothy Churcher Chief Financial Officer (ii)	Open	415,000	3 months	6 months	6 month Total Fixed Remuneration

(i) Appointed as Finance Director and CFO on 1 August 2014.

(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's total fixed remuneration as at the date of this report.

# Directors' Report (continued)

## SHARE-BASED COMPENSATION AND PERFORMANCE RIGHTS

### Options

The following share options granted to Directors and Key Management Personnel 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 No.	Grant date	Expiry date	Fair value per award \$	Fair value of options at grant date	Exercise price	Vested %
<b>Directors</b>							
<b>J Rowe</b>	45,455	23/12/2008	23/12/2013	0.20	9,091	1.049	100%
	45,455	23/12/2008	23/12/2013	0.18	8,182	1.269	100%
	45,454	23/12/2008	23/12/2013	0.10	4,545	1.489	100%
	45,456	23/12/2008	23/12/2013	0.14	6,364	0.829	100%
	<b>181,820</b>				<b>28,182</b>		

### 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
<b>Directors</b>			
Jacob Klein (i)	03/09/2013	2,245,152	808,255
<b>Key Management Personnel</b>			
Aaron Colleran	03/09/2013	499,145	290,336
Paul Eagle	03/09/2013	232,000	134,947
Evan Elstein	03/09/2013	390,000	226,850
Mark Le Messurier	03/09/2013	523,201	304,328
Roric Smith	03/09/2013	499,145	290,336
Tim Churcher (ii)	03/09/2013	499,145	290,336

(i) Grant of Performance Rights was subject to shareholder approval at the Annual General Meeting, which occurred on 26 November 2013.

(ii) Employment terminated on 1 July 2014.

Details of the performance rights plan and vesting conditions are provided on page 72 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)

### SHARES UNDER OPTION

At the date of this report, the Company has 9,383,738 unissued shares under option with exercise prices ranging between \$1.267 and \$2.412 and with expiry dates between 1 June 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	Opening Balance as at 1 July 2013	No. of Options Converted into Ordinary Shares	Amount Paid for the Shares	Amount Unpaid for the Shares	Options Expired	Closing Balance
	<b>Unlisted Options</b>	10,929,198	-	-	-	-	-
23/12/2013	Expired	-	-	-	-	1,090,912	9,838,286
11/03/2014	Expired	-	-	-	-	454,548	983,738
<b>30/06/2014</b>	<b>Total</b>	<b>10,929,198</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,545,460</b>	<b>9,383,738</b>

# Directors' Report (continued)

## (a) Director and KMP equity holdings

(i) Fully paid ordinary shares of Evolution:

2014

	Balance at start of year or date of appointment	Received on exercise of options and performance rights	Net other change	Balance at end of year
<b>Directors</b>				
Jacob Klein	5,800,000	167,002	150,000	6,117,002
Lawrie Conway (i)	-	-	-	-
James Askew	500,000	-	-	500,000
Graham Freestone	68,523	-	-	68,523
Colin Johnstone (ii)	-	-	-	-
Thomas McKeith (iii)	-	-	-	-
John Rowe	112,582	-	-	112,582
Peter Smith (iv)	35,000	-	(35,000)	-
Paul Marks (v)	3,552,009	-	(3,552,009)	-
<b>Key Management Personnel</b>				
Aaron Colleran	82,946	43,137	200	126,283
Paul Eagle	-	-	-	-
Evan Elstein	3,529	19,412	249	23,190
Mark Le Messurier	22,176	43,568	473	66,217
Roric Smith	7,042	-	76	7,118
Tim Churcher (vi)	-	35,888	390	36,278

(i) Mr Conway received remuneration in the capacity of a Director during the year. Mr Conway was appointed as a Finance Director and CFO on 1 August 2014.

(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.

## Directors' Report (continued)

### (ii) Options

The numbers of options over ordinary shares in the Company held during the financial year by each Director of Evolution and other KMPs of the Group, including their personally related parties, are set out below:

#### 2014

	Balance at start of year	Granted as compensation	Exercised	Net other change	At end of year			
					Balance at year end	Balance vested	Vested & exercisable	Unvested
<b>Directors</b>								
Jacob Klein	4,677,436	-	-	-	4,677,436	4,677,436	4,677,436	-
Lawrie Conway (i)	-	-	-	-	-	-	-	-
James Askew	488,651	-	-	-	488,651	488,651	488,651	-
Graham Freestone	-	-	-	-	-	-	-	-
Colin Johnstone (ii)	-	-	-	-	-	-	-	-
Thomas McKeith (iii)	-	-	-	-	-	-	-	-
John Rowe	181,820	-	-	(181,820)	-	-	-	-
Peter Smith (iv)	-	-	-	-	-	-	-	-
Paul Marks (v)	-	-	-	-	-	-	-	-
<b>Key Management Personnel</b>								
Aaron Colleran	1,080,000	-	-	-	1,080,000	1,080,000	1,080,000	-
Paul Eagle	-	-	-	-	-	-	-	-
Evan Elstein	105,000	-	-	-	105,000	105,000	105,000	-
Mark Le Messurier	450,000	-	-	-	450,000	450,000	450,000	-
Roric Smith	-	-	-	-	-	-	-	-
Tim Churcher (vi)	-	-	-	-	-	-	-	-

(i) Appointed as Finance Director and CFO on 1 August 2014.

(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.

## Directors' Report (continued)

### (iii) Performance rights

The numbers of performance rights held during the financial year by each Director of Evolution and other KMPs of the Group, including their personally related parties, are set out below:

#### 2014

	Balance at start of year	Granted as compensation	Converted	Net other change	At end of year			Unvested
					Balance at year end	Balance vested	Vested & exercisable	
<b>Directors</b>								
Jacob Klein	1,860,578	2,245,152	(167,002)	(234,638)	3,704,090	167,002	167,002	3,704,090
James Askew	-	-	-	-	-	-	-	-
Lawrie Conway (i)	-	-	-	-	-	-	-	-
Graham Freestone	-	-	-	-	-	-	-	-
Colin Johnstone (ii)	-	-	-	-	-	-	-	-
Thomas McKeith (iii)	-	-	-	-	-	-	-	-
John Rowe	-	-	-	-	-	-	-	-
Peter Smith (iv)	-	-	-	-	-	-	-	-
Paul Marks (v)	-	-	-	-	-	-	-	-
<b>Key Management Personnel</b>								
Aaron Colleran	431,781	499,145	(43,137)	(55,224)	832,565	43,137	43,137	832,565
Paul Eagle	43,425	232,000	-	-	275,425	-	-	275,425
Evan Elstein	198,031	390,000	(19,412)	(24,851)	543,768	19,412	19,412	543,768
Mark Le Messurier	445,077	523,201	(43,568)	(55,776)	868,934	43,568	43,568	868,934
Roric Smith	235,060	499,145	-	-	734,205	-	-	734,205
Tim Churcher (vi)	398,725	499,145	(35,888)	(45,944)	816,038	35,888	35,888	816,038

(i) Appointed as Finance Director and CFO on 1 August 2014.

(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.

# Directors' Report (continued)

## 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.

## NON-AUDIT SERVICES

Details of amounts paid or payable to the auditor for non-audit services provided during the period by the auditor are detailed in Note 28: Auditors Remuneration. The Directors are satisfied that the provision of non-audit services during the period by the auditor is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*.

The Directors are of the opinion that the services disclosed in Note 28: Auditors Remuneration to the financial statements do not compromise the external auditor's independence, based on the Auditor's representations and appraisal and advice received from the Audit Committee, for the following reasons:

- All non-audit services have been reviewed to ensure they do not impact the integrity and objectivity of the auditor; and
- None of the services undermine the general principles relating to auditor independence as set out in Code of Conduct APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risks and rewards.

# Directors' Report (continued)

## AUDITOR'S INDEPENDENCE DECLARATION

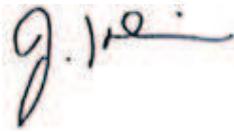
The Auditor's Independence Declaration is included on page 88 of the financial report.

## ROUNDING OFF AMOUNTS

The Company is a company of the kind referred to in ASIC Class Order 98/0100, dated 10 July 1998, and in accordance with that Class Order amounts in the Directors' report and the financial report are rounded to the nearest thousand dollars unless otherwise indicated.

Signed in accordance with a resolution of the Directors made pursuant to s306 (3) of the *Corporations Act* 2001.

On behalf of the Directors



**Jacob Klein**  
Executive Chairman



**Graham Freestone**  
Lead Independent Director and  
Chair of the Audit Committee

Sydney  
27 August 2014

# Auditor's Independence Declaration



## Auditor's Independence Declaration

As lead auditor for the audit of Evolution Mining Limited for the year ended 30 June 2014, 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 2014

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Liability limited by a scheme approved under Professional Standards Legislation.

# Statement of Comprehensive Income

## for the year ended 30 June 2014

	Notes	30 June 2014 \$'000	30 June 2013 \$'000
Sales revenue	4	634,420	605,034
Cost of sales	5	(539,806)	(498,757)
<b>Gross profit</b>		<b>94,614</b>	<b>106,277</b>
Interest income	4	264	1,738
Other income	4	405	362
Exploration and evaluation costs expensed		(6,252)	(9,077)
Share based payments expense	9	(1,729)	(2,201)
Corporate and other administration costs	5	(20,868)	(25,020)
Impairment of available-for-sale investments		-	(7,687)
Property, plant and equipment asset write off	16	(2,033)	-
Impairment loss on assets		-	(376,598)
Finance costs	5	(14,384)	(8,589)
<b>Profit/(loss) before income tax expense</b>		<b>50,017</b>	<b>(320,795)</b>
Income tax benefit/ (expense)	7	-	13,374
<b>Profit/(loss) for the year attributable to owners of the parent</b>		<b>50,017</b>	<b>(307,421)</b>
<b>Other comprehensive income, net of income tax</b>			
<i>Items that may be reclassified to profit and loss:</i>			
Fair value gain/(loss) on hedging instruments entered into for cash flow hedges	21	(153)	-
Change in fair value of available-for-sale financial assets	23	(600)	-
<b>Total comprehensive income for the year attributable to owners of the parent</b>		<b>49,264</b>	<b>(307,421)</b>
<b>Earnings per share</b>			
Basic profit/(loss) cents per share	10	7.06	(43.43)
Diluted profit cents per share	10	6.83	-

The above Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

# Statement of Financial Position

## as at 30 June 2014

	Notes	30 June 2014 \$'000	30 June 2013 \$'000
<b>Current assets</b>			
Cash and cash equivalents	11	31,607	13,662
Trade and other receivables	12	27,774	16,199
Inventories	13	64,262	72,788
<b>Total current assets</b>		<b>123,643</b>	<b>102,649</b>
<b>Non-current assets</b>			
Other financial assets	14	900	1,640
Inventories	13	2,533	-
Other non-current assets	15	80	61
Property, plant and equipment	16	489,172	276,058
Mine development and exploration	17	493,195	641,562
<b>Total non-current assets</b>		<b>985,880</b>	<b>919,321</b>
<b>Total assets</b>		<b>1,109,523</b>	<b>1,021,970</b>
<b>Current liabilities</b>			
Trade and other payables	18	67,816	79,271
Interest bearing liabilities	20	22,985	8,526
Provisions	19	10,572	10,745
<b>Total current liabilities</b>		<b>101,373</b>	<b>98,542</b>
<b>Non-current liabilities</b>			
Derivative Liabilities	21	153	-
Interest bearing liabilities	20	138,483	125,933
Provisions	19	84,210	50,240
<b>Total non-current liabilities</b>		<b>222,846</b>	<b>176,173</b>
<b>Total liabilities</b>		<b>324,219</b>	<b>274,715</b>
<b>Net assets</b>		<b>785,304</b>	<b>747,255</b>
<b>Equity</b>			
Issued capital	22	1,048,424	1,047,195
Reserves	23	18,219	17,243
Accumulated (losses)/ earnings	24	(281,339)	(317,183)
<b>Total equity</b>		<b>785,304</b>	<b>747,255</b>

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

# Statement of Changes in Equity for the year ended 30 June 2014

Consolidated	Issued capital \$'000	Share-based payments reserve \$'000	Fair value Revaluation Reserve \$'000	Cash Flow Hedge Reserve \$'000	Accumulated Earnings/ (Losses) \$'000	Total Equity \$'000
<b>Balance at 1 July 2012</b>	<b>1,045,751</b>	<b>15,042</b>	<b>(5,613)</b>	<b>-</b>	<b>(6,855)<sup>(i)</sup></b>	<b>1,048,325</b>
Loss for the year	-	-	-	-	(307,421)	(307,421)
Other comprehensive income for the year:						
Fair value loss on available-for-sale financial assets, net of tax	-	-	(2,074)	-	-	(2,074)
Impairment of available-for-sale assets	-	-	7,687	-	-	7,687
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>5,613</b>	<b>-</b>	<b>(307,421)</b>	<b>(301,808)</b>
Issue of share capital	1,444	-	-	-	-	1,444
Prior period tax adjustments	-	-	-	-	(2,907)	(2,907)
Recognition of share-based payments	-	2,201	-	-	-	2,201
<b>Balance at 30 June 2013</b>	<b>1,047,195</b>	<b>17,243</b>	<b>-</b>	<b>-</b>	<b>(317,183)</b>	<b>747,255</b>

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

<sup>(i)</sup> Opening Accumulated Earnings (losses) at 1 July 2012 were adjusted by \$8.094 million in accordance with the transitional provisions of AASB Interpretation 20. Refer to the changes in accounting policy note for further detail.

Consolidated	Issued capital \$'000	Share-based payments reserve \$'000	Fair value Revaluation Reserve \$'000	Cash Flow Hedge Reserve \$'000	Accumulated Earnings/ (Losses) \$'000	Total Equity \$'000
<b>Balance at 1 July 2013</b>	<b>1,047,195</b>	<b>17,243</b>	<b>-</b>	<b>-</b>	<b>(317,183)</b>	<b>747,255</b>
Profit for the year	-	-	-	-	50,017	50,017
Fair value loss on available-for-sale financial assets, net of tax	-	-	(600)	-	-	(600)
Changes in fair value of cash flow hedges	-	-	-	(153)	-	(153)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>(600)</b>	<b>(153)</b>	<b>50,017</b>	<b>49,264</b>
Recognition of share-based payments	-	1,729	-	-	-	1,729
Dividends paid and issued capital (Note 8 and 22)	1,229	-	-	-	(14,173)	(12,944)
<b>Balance at 30 June 2014</b>	<b>1,048,424</b>	<b>18,972</b>	<b>(600)</b>	<b>(153)</b>	<b>(281,339)</b>	<b>785,304</b>

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

# Statement of Cash Flows

## for the year ended 30 June 2014

	Notes	30 June 2014 \$'000	30 June 2013 \$'000
<b>Cash flows from operating activities</b>			
Receipts from sales		618,980	613,782
Payments to suppliers and employees		(405,963)	(380,121)
Other income	4	405	362
Interest received		252	1,744
Interest paid		(11,477)	(2,533)
Income tax paid		-	(244)
<b>Net cash inflow from operating activities</b>	<b>25</b>	<b>202,197</b>	<b>232,990</b>
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment		(42,972)	(37,414)
Payment for mine development and exploration		(127,017)	(398,491)
Maturity of/(investments in) term deposits		(20)	61
Proceeds on the disposal of AFS investments		144	-
Stamp duty paid		-	(21,431)
Proceeds on the sale of property, plant and equipment		-	209
<b>Net cash (outflow)/inflow from investing activities</b>		<b>(169,865)</b>	<b>(457,066)</b>
<b>Cash flows from financing activities</b>			
Repayment of interest bearing liabilities		(8,505)	(26,952)
Proceeds from issue of equity securities		-	609
Dividends Paid		(12,944)	-
Proceeds from borrowings (net of borrowing costs)		7,062	122,297
<b>Net cash (outflow)/inflow from financing activities</b>		<b>(14,387)</b>	<b>95,954</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>17,945</b>	<b>(128,122)</b>
Cash and cash equivalents at the beginning of the year		13,662	141,784
<b>Cash and cash equivalents at the end of the year</b>	<b>11</b>	<b>31,607</b>	<b>13,662</b>

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

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# Notes to the Financial Statements

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below. The financial statements are for the consolidated entity consisting of Evolution Mining Limited and its subsidiaries (hereafter referred to as "Evolution", "the Group", or "Company").

### (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 ("AASB") and the *Corporations Act 2001*. Evolution is a for-profit entity for the purpose of preparing the financial statements.

The consolidated financial statements of the Group also comply with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These financial statements have been prepared on the basis of historical cost, except for the revaluation of certain available-for-sale financial assets. Cost is based on the fair values of the consideration given in exchange for assets.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 2: Critical Accounting Judgements and Key Sources of Estimation Uncertainty.

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, except as set out below:

### (b) New and amended standards adopted by the Group

The Group has applied the following standards and amendment for the first time in their year annual reporting period commencing 1 July 2013:

- AASB 10 *Consolidated Financial Statements*;
- AASB 11 *Joint Arrangements*;
- AASB 12 *Disclosures of Interests in Other Entities*;
- AASB 128 *Investments in Associates and Joint Ventures*;
- AASB 13 *Fair Value Measurement* and AASB 2011-8 *Amendments to Australian Accounting Standards arising from AASB 13*;
- AASB 119 *Employee Benefits* and AASB 2011-10 *Amendments to Australian Accounting Standards arising from AASB 119*;
- ASB 2012-2 *Amendments to Australian Accounting Standards – Disclosures – Offsetting Financial Assets and Financial Liabilities*;
- AASB 2012-5 *Amendments to Australian Accounting Standards arising from Annual Improvements 2009-2011 Cycle*;
- AASB 2012-10 *Amendments to Australian Accounting Standards – Transition Guidance and other Amendments* which provides an exemption from the requirement to disclose the impact of the change in accounting policy on the current period;
- AASB Interpretation 20 *Stripping Costs in the Production Phase of a Surface Mine* and AASB 2011-12 *Amendments to Australian Accounting Standards arising from Interpretation 20*; and
- AASB 2011-4 *Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements*.

The adoption of AASB 119 and AASB Interpretation 20 resulted in adjustments to the amounts recognised in the financial statements. These are explained and summarised below. The other standards only affected the disclosures in the notes to the financial statements.

# Notes to the Financial Statements (continued)

## *Change in accounting policy: Employee Benefits*

The adoption of the revised AASB 119 *Employee Benefits* results in a change to the definition of short term benefits. The distinction between short term and other long term benefits is now based on whether the benefits are expected to be settled wholly within 12 months after the reporting date.

With the adoption of revised standards as the entity does not expect all annual leave to be taken within 12 months of the respective service being provided, a portion of annual leave obligations are now classified as long-term employee benefits. This change resulted in \$3.847 million of the annual leave provision reclassified from current to non-current provisions.

## *Change in accounting policy: Interpretation 20 Stripping Costs in the Production Phase of a Surface Mine*

The Interpretations Committee issued Interpretation 20 *Stripping Costs in the Production Phase of a Surface Mine* ("IFRIC 20"). Prior to the issuance of Interpretation 20, the accounting for production stripping costs had been based on general IFRS principles and the *Framework*, as IFRS had no specific guidance.

Interpretation 20 sets out the accounting for overburden waste removal (stripping) costs in the production phase of a mine. It states that these costs can only be recognised as an asset if they can be attributed to an identifiable component of the ore body, the costs relating to the improved access to that component can be measured reliably and it is probable that future economic benefits associated with the stripping activity (improved access to the ore body) will flow to the entity.

Evolution has adopted Interpretation 20 from 1 July 2013 by identifying components of the ore bodies at its open pit mines and will capitalise the stripping costs where the relevant criteria are met. The stripping activity asset will be depreciated using the units of production method over the life of the identified component of the ore body that became more accessible as a result of the stripping activity.

In accordance with the transitional provisions of Interpretation 20, this new policy has been applied prospectively from the start of the comparative period. As at 1 July 2012, there was a deferred stripping balance of \$8.094 million. This deferred stripping asset balances was written off on adoption of Interpretation 20 via the opening retained earnings at 1 July 2012.

## *Change in accounting policy: Fair Value Measurement*

AASB 13 *Fair Value Measurement* aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across Australian Accounting Standards. The standard does not extend the use of fair value accounting but provides guidance on how it should be applied where its use is already required or permitted by other Australian Accounting Standards.

Application of AASB 13 has not materially impacted the fair value measurements of the Group. Additional disclosures where required, are provided in the individual notes relating to the assets and liabilities whose fair values were determined. Fair value hierarchy is provided in Note 26: Financial Risk Management.

## *Change in accounting policy: Removal of Individual Key Management Personnel Disclosures*

In July 2011 the AASB decided to remove the individual Key Management Personnel ("KMP") disclosure requirements from AASB 124 Related Party Disclosures, to achieve consistency with the international equivalent standard and remove a duplication of the requirements with the *Corporations Act 2001*. While this will reduce the disclosures that are currently required in the notes to the financial statements, it will not affect any of the amounts recognised in the financial statements. The amendments apply from 1 July 2013 and could not be adopted early. The *Corporations Act 2001* requirements in relation to remuneration reports will remain.

## *Change in accounting policy: Offsetting Financial Assets and Financial Liabilities*

AASB 2012-2 principally amends AASB 7 Financial Instruments: Disclosures to require disclosure of information that will enable users of an entity's financial statements to evaluate the effect or potential effect of netting arrangements, including rights of set-off associated with the entity's recognised financial assets and recognised financial liabilities, on the entity's financial position. The amendment did not have an impact on the financial statements.

## **(c) New standards and interpretations not yet adopted**

The Group has not elected to early adopt any new standards, amendments or interpretations that are issued but are not yet effective. Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2014 reporting periods. The Group's assessment of the impact of these new standards and interpretations is set out below.

# Notes to the Financial Statements (continued)

## **AASB 9 Financial Instruments, AASB 2009-11 Amendments to Australian Accounting Standards arising from AASB 9 and AASB 2010-7 Amendments to Australian Accounting Standards arising from AASB 9 (December 2010) (effective 1 January 2017)**

AASB 9 Financial Instruments addresses the classification, measurement and de-recognition of financial assets and financial liabilities. The standard is not applicable for the Group until 1 July 2016 but is available for early adoption. When adopted, the standard will affect in particular the Group's accounting for its available-for-sale financial assets, since AASB 9 only permits the recognition of fair value gains and losses in other comprehensive income if they relate to equity investments that are not held for trading.

There will currently 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. The impact will be further evaluated upon adoption. The de-recognition rules have been transferred from AASB 139 Financial Instruments: Recognition and Measurement and have not been changed.

## **AASB 2012-3 Amendments to Australian Accounting Standards - Offsetting Financial Assets and Financial Liabilities (effective 1 January 2014)**

AASB 2012-3 adds application guidance to AASB 132 Financial Instruments: Presentation to address inconsistencies identified in applying some of the offsetting criteria of AASB 132, including clarifying the meaning of "currently has a legally enforceable right of set-off" and that some gross settlement systems may be considered equivalent to net settlement.

## **AASB 2013-3 Amendments to AASB 136 Recoverable Amount Disclosures for Non-Financial Assets and AASB 2013-6 Amendments to AASB 136 arising from Reduced Disclosure Requirements.**

AASB 2012-3 and AASB 2013-6 have made three amendments to the disclosures required for 136 Impairment of Assets. Firstly, they removed the requirement to disclose the recoverable amount of all cash generating units ("CGU") that contain goodwill or identifiable assets with indefinite lives if no impairment has occurred. Secondly they require the recoverable amount of an asset or CGU when an impairment loss has been recognised or reversed to be disclosed. Lastly detailed disclosure is also now required of how the fair value less costs of disposal has been measured when an impairment loss has been recognised or reversed.

### **(d) Parent entity financial information**

The financial information for the parent entity Evolution Mining Limited, disclosed in Note 29: Parent Entity Note has been prepared on the same basis as the consolidated financial statement.

### **(e) Principles of Consolidation**

#### *(i) Subsidiaries*

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group.

#### *(ii) Joint venture arrangements*

A joint arrangement is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control. Joint control is the contractually agreed sharing of control such that significant operating and financial decisions require the unanimous consent of the parties sharing control. The Group classifies its interest in a joint arrangement as a joint venture or joint operation. Joint ventures are accounted for using the equity method of accounting whereas for a joint operation the Group recognises its share of the assets, liabilities, revenue and expenses of the joint operation.

#### *(iii) Transactions eliminated on consolidation*

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

### **(f) Operating segments**

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses, and whose operating results are reviewed regularly by the entity's chief operating decision makers.

# Notes to the Financial Statements (continued)

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 operating decision makers) in assessing performance and in determining the allocation of resources.

## (g) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefit will flow to the entity and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable. The following specific recognition criteria must also be met before revenue is recognised.

### *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 consolidated entity;
- 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 consolidated entity;
- The selling price can be measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the consolidated entity; and
- The costs incurred, or expected to be incurred, in respect of the transaction can be measured reliably.

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.

### *Concentrate Sales*

Contract terms for the Group's concentrate sales allow for an adjustment in sales value based on 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 based on prevailing spot prices at the time of shipment to the customer. Adjustments to the sales price occur based on 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.

These provisionally priced sales contracts contain an embedded derivative that is required to be separated from the host contract for accounting purposes. Accordingly, the embedded derivative, which does not qualify for hedge accounting, is recognised at fair value, with subsequent changes in fair value are recognised each period until final settlement, as an adjustment to revenue. Changes in fair value over the quotation period and up until final settlement are estimated by reference to forward market prices.

### *Interest Income*

Interest income is recognised based on the control of the right to receive the interest payment as it accrues in profit and loss using the effective interest method.

## (h) Income tax

The income tax expense or benefit for the period is the tax payable on the current period's taxable income based on the national 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, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a

## Notes to the Financial Statements (continued)

business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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 controlled entities 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.

Current and deferred tax balances attributable to amounts recognised directly in other comprehensive income or equity are also recognised directly in other comprehensive income or equity.

### *Tax Consolidation Legislation*

Evolution 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.

Evolution is the head entity of the tax consolidated group and each member of the group account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated group continues to be a stand-alone taxpayer in its own right. In addition to its own current and deferred tax amounts, Evolution also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated group.

The entities have also entered into a tax funding agreement under which the wholly owned entities fully compensate Evolution for any current tax payable assumed and are compensated Evolution for any current tax receivable and deferred tax assets relating to unused tax losses or unused tax credits that are transferred to Evolution under the tax consolidation legislation. The funding amounts are determined by reference to the amounts recognised in the wholly owned entities' financial statements.

The amounts receivable/payable under the tax funding agreement is due upon receipt of the funding advice from the head entity, which is issued as soon as practicable after the end of each financial year. The head entity may also require payment of interim funding amounts to assist with its obligations to pay tax instalments.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as current amounts receivable from or payable to other entities in the Group.

Any difference between the amounts assumed and amounts receivable or payable under the tax funding agreement are recognised as a contribution to (or distribution from) wholly owned tax consolidated entities.

### **(i) 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 shorter of the asset's useful life and the life of the mine.

Leases where a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Statement of Comprehensive Income on a straight-line basis over the period of the lease.

### **(j) 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

# Notes to the Financial Statements (continued)

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.

## **(k) Cash and cash equivalents**

For cash flow statement presentation purposes, 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 insignificant risk of changes in value, and bank overdrafts.

## **(l) Trade and other receivables**

Receivables are recognised and carried at original invoice amount less a provision for any uncollectible debts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written-off as incurred.

## **(m) 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.

## **(n) Investments and other financial assets**

### *Classification*

The Group classifies its investments 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 each reporting date. The Group may choose to reclassify the financial assets depending on change in intentions and circumstances.

### *(i) 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.

### *(ii) 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 balance sheet date which are classified as non-current assets. Loans and receivables are included in trade and other receivables in the statement of financial position.

# Notes to the Financial Statements (continued)

## *(iii) 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 management intends to dispose of the investment within 12 months of the balance sheet date.

### *Recognition and de-recognition*

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 included in profit or loss as gains and losses from investment securities.

### *Subsequent measurement*

Loans and receivables and held-to-maturity investments are 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 when the Group's right to receive payments is established.

### *Fair value*

The fair values of quoted investments are based on last trade prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models making maximum use of market inputs and relying as little as possible on entity-specific inputs.

### *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.

## **(o) Fair value estimation**

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes. 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 balance sheet date. The quoted market price used for financial assets held by the Group is the last trade price. The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values due to their short-term nature.

## **(p) 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.

## Notes to the Financial Statements (continued)

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 26: Financial Risk Management. Movements in the hedging reserve are shown in the Cash flow hedge reserve in the Consolidated Statement of Changes in Equity. 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 expense.

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 transaction that is hedged takes place). The gain or loss relating to the ineffective portion of interest rate swaps (hedging variable rate borrowings) are 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.

### **(q) 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.

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.

# Notes to the Financial Statements (continued)

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.

## (r) Property, plant and equipment

Land is carried at historical cost. All plant and equipment is stated at historical cost less depreciation. Historical cost is fair value of the item at acquisition date and includes expenditure that is directly attributable to the acquisition of the items.

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 the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

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.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An asset's carrying amount is written down to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Comprehensive Income.

## (s) Goodwill

Goodwill acquired in a business combination is initially measured at cost, being the excess of the consideration transferred over the fair value of the net identifiable assets acquired and liabilities assumed. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Impairment is determined by comparing the carrying amount of goodwill to the value of relevant assets. Impairment losses recognised for goodwill are not subsequently reversed.

## (t) Intangible assets

### *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.

## (u) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are paid on normal commercial terms.

# Notes to the Financial Statements (continued)

## (v) 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.

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of the 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 other income or other expenses.

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 date.

## (w) Borrowing costs

Borrowing costs incurred for the construction of a 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.

## (x) 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 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.

## (y) 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.

## (z) 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 Financial Statements (continued)

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.

### **(aa) Issued capital**

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.

### **(bb) Earnings per share**

#### *(i) Basic earnings per share*

Basic earnings per share is calculated by dividing the profit attributable to equity holders 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.

#### *(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 shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

# Notes to the Financial Statements (continued)

## (cc) 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 statement of financial position.

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 flow.

## (dd) Rounding of amounts

All amounts are presented in Australian dollars, unless otherwise noted. The Company is a company of the kind referred to in Australian Securities and Investments Commission ("ASIC") Class Order 98/0100, dated 10 July 1998, and in accordance with that Class Order amounts in the Directors' Report and the Financial Report are rounded off to the nearest thousand dollars, unless otherwise stated.

## 2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of Australian Accounting Standards, management is required to make judgments, 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 judgments. 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 judgments, 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.

### (i) *Determination of mineral resources and ore reserves*

The Group estimates its Mineral Resources and Ore Reserves in accordance with the Australian 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.

### (ii) *Estimation for 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 cashflows. 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.

### (iii) *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.

## Notes to the Financial Statements (continued)

### *(iv) 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.

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 2014, 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 evaluated to be impaired at 30 June 2014.

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.

# Notes to the Financial Statements (continued)

## 3. SEGMENT INFORMATION

### Description of segments

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

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 operating 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.

The presentation of segment information has changed this year as a result of the Mt Carlton gold-silver-copper mine being treated as a separate operating segment during the year (part of the corporate segment in prior years). This follows successful commissioning of all key components of the processing plant in July 2013.

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").

### a) Segment information

	Edna May \$'000	Cracow \$'000	Pajingo \$'000	Mt Rawdon \$'000	Mt Carlton \$'000	Exploration \$'000	Corporate \$'000	Total \$'000
<b>Year ended 30 June 2014</b>								
Segment revenue	120,751	139,040	91,074	148,795	134,760	-	-	634,420
EBITDA	35,609	58,573	26,561	69,464	44,846	(6,252)	(21,245)	207,556
<b>Year ended 30 June 2013</b>								
Segment revenue	139,894	163,652	134,446	167,042	-	-	-	605,034
EBITDA	41,282	64,780	54,635	86,051	-	(9,077)	(25,946)	211,725
<b>Capital Additions <sup>(1)</sup></b>								
30 June 2014	17,381	41,096	22,951	77,751	37,463	20,272	1,408	218,322
30 June 2013	39,854	42,181	54,419	65,310	171,893	37,564	879	412,100
<b>Impairment losses</b>								
30 June 2014	-	-	-	-	-	-	-	-
30 June 2013	(56,523)	(44,209)	(48,359)	(7,793)	(132,057)	(69,292)	(18,365)	(376,598)

<sup>(1)</sup> Note that capital additions include assets that were acquired under finance lease during the period.

### b) Segment reconciliation

	30 June 2014 \$'000	30 June 2013 \$'000
<b>Reconciliation of profit/(loss) before income tax</b>		
EBITDA	207,556	211,725
Depreciation and amortisation	(143,824)	(141,384)
Interest income	264	1,738
Other Income	405	-
Finance costs	(14,384)	(8,589)
Impairment of available-for-sale investments	-	(7,687)
Impairment loss on assets	-	(376,598)
<b>Profit (loss) before income tax</b>	<b>50,017</b>	<b>(320,795)</b>

# Notes to the Financial Statements (continued)

## 4. REVENUE AND OTHER INCOME

	30 June 2014	30 June 2013
	\$'000	\$'000
<b>Sales Revenue</b>		
Gold Sales	552,722	596,389
Silver Sales	73,201	8,645
Copper Sales	8,497	-
	<b>634,420</b>	<b>605,034</b>
<b>Other Income</b>		
Interest income	264	1,738
Other income	405	362
	<b>669</b>	<b>2,100</b>

## 5. EXPENSES

Profit before income tax includes the following specific items:

	30 June 2014	30 June 2013
	\$'000	\$'000
<b>Cost of sales</b>		
Mine operating costs	364,563	327,858
Depreciation and amortisation	142,746	140,471
Royalty and other selling costs	32,497	30,428
	<b>539,806</b>	<b>498,757</b>
<b>Corporate administration costs</b>		
Depreciation and amortisation	1,078	913
Operating lease payments	1,431	1,283
Employee wages and salaries	13,189	13,620
Contractor, consultants and advisory expense	4,918	6,508
Other administrative	252	2,696
	<b>20,868</b>	<b>25,020</b>
<b>Finance costs</b>		
Finance leases	1,024	390
Amortisation of debt establishment costs	1,496	3,268
Unwinding of discount on provisions	1,992	1,902
Interest expense	9,872	3,029
	<b>14,384</b>	<b>8,589</b>
<b>Impairment losses and asset write offs</b>		
Goodwill	-	18,365
Property, Plant and Equipment	2,033	-
Exploration and evaluation assets	6,252	69,292
Mine Development	-	288,941
	<b>8,285</b>	<b>376,598</b>

# Notes to the Financial Statements (continued)

## 6. DEPRECIATION

	30 June 2014	30 June 2013
	\$'000	\$'000
<b>Depreciation Expense</b>		
Cost of Sales	142,746	140,471
Corporate and other administration costs	1,078	913
	<b>143,824</b>	<b>141,384</b>

## 7. INCOME TAX

### a) Income tax (benefit)/ expense:

	30 June 2014	30 June 2013
	\$'000	\$'000
Current Tax	-	(33,046)
Deferred tax	14,258	19,672
Previously unrecognised tax loss now recognised	(14,258)	-
Total income tax (benefit)/ expense	-	<b>(13,374)</b>

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

Profit/ (loss) before income tax	50,017	(320,795)
Tax at the Australian tax rate of 30% (2013: 30%)	15,005	(96,239)
Tax effect of amounts which are not deductible/(taxable) in calculating taxable income:		
Impairment loss on assets (net of tax)	-	79,690
Share based payment expense	519	-
Impairment of available-for-sale assets	-	2,306
Other	(1,266)	869
Previously unrecognised tax loss now recognised	(14,258)	-
	-	<b>(13,374)</b>

## Notes to the Financial Statements (continued)

### c) Recognised deferred tax balances

	30 June 2014	30 June 2013
	\$'000	\$'000
Inventories	286	116
Exploration and evaluation expenditure	(24,006)	(20,115)
Property, plant and equipment	(2,352)	(1,892)
Mine development	(4,848)	16,582
Deferred stripping costs	-	(1,583)
Employee benefits	4,530	3,296
Provisions	4,717	4,119
Capitalised interest	(1,191)	(1,191)
Other	(1,719)	(412)
Deferred tax balances from temporary differences	(24,583)	(1,080)
Tax losses carried forward	24,583	1,080
Tax assets	-	-

### d) Movement in deferred tax balances during the year

	Balance 1 July 2013	Recognised in profit or loss	Balance 30 June 2014
	\$'000	\$'000	\$'000
Inventories	116	170	286
Exploration and evaluation expenditure	(20,115)	(3,891)	(24,006)
Property, plant and equipment	(1,892)	(460)	(2,352)
Mine development	16,582	(21,430)	(4,848)
Deferred stripping costs	(1,583)	1,583	-
Employee benefits	3,296	1,234	4,530
Provisions	4,119	598	4,717
Other	(412)	(1,307)	(1,719)
Capitalised interest	(1,191)	-	(1,191)
Tax losses carried forward	1,080	23,503	24,583
<b>Deferred tax assets/ (liabilities)</b>	<b>-</b>	<b>-</b>	<b>-</b>

The Group has available tax losses of \$175.449 million at 30 June 2014 based on the 2013 lodged income tax return.

# Notes to the Financial Statements (continued)

## 8. DIVIDENDS

	30 June 2014 \$'000	30 June 2013 \$'000
<b>(a) Declared and paid during the period:</b>		
2013 Final Dividend	7,086	-
2014 Interim Dividend	7,087	-
	<b>14,173</b>	<b>-</b>
<b>(b) Dividends not recognised at the end of the year</b>		
In addition to the above dividends, since the end of the financial year the Directors have determined the payment of a final dividend of 1 cent per fully paid ordinary share, unfranked. The aggregate amount of the proposed dividend is expected to be paid 3 October 2014.	7,100	-
	<b>7,100</b>	<b>-</b>

During the period Evolution announced the adoption of a Dividend Reinvestment Plan ("DRP") allowing shareholders to invest all or part thereof to acquire additional Evolution shares. With the allotted shares in respect of the 2014 Interim dividend issued at a 5.0% discount to the daily volume weighted average price for the 5 days immediately after the record date. This was taken up for the issue of 1,337,086 shares at the issue price of 91.92 cents per share.

## 9. SHARE BASED PAYMENTS

### (a) Types of share based payment plans

Evolution 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 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.

#### 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 2014 \$'000	30 June 2013 \$'000
Expense arising from equity settled share based payment transactions recognised in profit and loss	1,729	2,201

### (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 period:

## Notes to the Financial Statements (continued)

	30 June 2014 Number	30 June 2014 WAEP (\$)	30 June 2013 Number	30 June 2013 WAEP (\$)
Outstanding at the beginning of the year (1 July 2013)	10,929,198	1.69	13,726,474	1.77
Exercised during the year	-	-	(487,276)	1.25
Expired during the year	(1,545,460)	1.09	(2,310,000)	2.25
<b>Outstanding at the end of the year</b>	<b>9,383,738</b>	<b>1.79</b>	<b>10,929,198</b>	<b>1.69</b>
<b>Exercisable at the end of the year</b>	<b>9,383,738</b>	<b>1.79</b>	<b>10,929,198</b>	<b>1.69</b>

The weighted average remaining contractual life of options outstanding at the end of the financial year was 1.91 years (2013: 2.58 years) with exercise prices ranging from \$1.267 to \$2.412. No options were granted during the year. The weighted average fair value of options granted in the previous financial year was \$0.664.

The outstanding balance as at 30 June 2014 is represented by:

### Options issued as part of the ECOP

- 403,580 options with an exercise price ranging from \$1.472 to \$1.936
- 85,071 options with an exercise price ranging from \$2.072 to \$2.412

### Options issued as part of the ESOP

- 2,016,043 options with an exercise price ranging from \$1.267 to \$1.472
- 5,200,198 options with an exercise price ranging from \$1.690 to \$1.936
- 1,678,846 options with an exercise price ranging from \$2.072 to \$2.412

### (d) Summary and movement of performance rights on issue as part of ESOP

The following table illustrates the number and movements in, performance rights issued during the year.

	30 June 2014 Number	30 June 2013 Number
Outstanding at the beginning of the year (1 July 2013)	7,048,629	3,580,758
Performance rights granted during the year	10,498,408	4,921,274
Vested during the year	(559,378)	-
Lapsed during the year	(752,227)	-
Forfeited during the year	(1,918,543)	(1,453,403)
<b>Outstanding at the end of the year</b>	<b>14,316,889</b>	<b>7,048,629</b>
<b>Exercisable at the end of the year</b>	<b>-</b>	<b>-</b>

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 was \$0.517 (2013: \$1.418).

During the period, 10,498,408 performance rights were granted. The first tranche of Performance Rights awarded from financial year 2012 were tested as at 30 June 2013. 559,378 Performance Rights have met the performance measures and were vested whilst 752,227 Performance Rights did not meet the performance measures and lapsed.

The second tranche of Performance rights awarded from financial year 2012 were tested as at 30 June 2014. As at the date of this report 724,809 Performance Rights have met the performance measures and are expected to vest subject to Board confirmation and 522,765 Performance Rights are expected to lapse subject to Board confirmation. There are 3,647,081 Performance Rights granted in financial year 2013 which will be subject to performance testing as at 30 June 2015.

# Notes to the Financial Statements (continued)

## (e) Fair value determination

### Performance rights

During the year, Evolution issued three allotments of performance rights that will vest on 30 June 2016. They have three performance components: being a Total Shareholder Return ("TSR") condition, an absolute TSR condition and a growth in Earnings per Share ("EPS") condition. The performance rights also require continued employment at the vesting date.

#### 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

Evolution's growth in EPS is measured as the cumulative annual growth rate in EPS, excluding non-recurring items over the three year period ending 30 June 2016.

The following tables list the inputs to the models used for the performance rights granted for the year:

	TSR	Absolute TSR	Growth in EPS
<b>September 2013 rights issue</b>			
Number of rights issued	2,520,576	2,520,576	2,520,576
Spot price (\$)	0.920	0.920	0.920
Risk-free rate (%)	2.79	2.79	2.79
Term (years)	2.8	2.8	2.8
Volatility (%)	55-60	55-60	55-60
FV at Grant Date	0.315	0.570	0.860
<b>November 2013 rights issue</b>			
Number of rights issued	748,384	748,384	748,384
Spot price (\$)	0.615	0.615	0.615
Risk-free rate (%)	2.84	2.84	2.84
Term (years)	2.6	2.6	2.6
Volatility (%)	55-60	55-60	55-60
FV at Grant Date	0.235	0.275	0.570
<b>February 2014 rights issue</b>			
Number of rights issued	230,509	230,509	230,509
Spot price (\$)	0.615	0.615	0.615
Risk-free rate (%)	2.84	2.84	2.84
Term (years)	2.4	2.4	2.4
Volatility (%)	55-60	55-60	55-60
FV at Grant Date	0.136	0.271	0.566

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 Financial Statements (continued)

## 10. EARNINGS PER SHARE

	Year ended 30 June 2014	Year ended 30 June 2013
Basic earnings profit/(loss) per share (cents per share)	7.06	(43.43)
Diluted earnings profit per share (cents per share)	6.83	-
Weighted average number of ordinary shares on issue used in the calculation of basic earnings per share	708,912,087	707,873,670
<i>Effect of dilution:</i>		
Share options and performance rights	23,591,193	-
Weighted average number of ordinary shares used in the calculation of diluted earnings per share	732,503,280	707,873,670

Basic EPS is calculated by dividing the net profit/loss after income tax attributable to members of the Company by the weighted average number of ordinary shares of the Company outstanding during the financial year. Diluted EPS 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 shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

### Earnings per share

#### (i) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders 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.

#### (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 shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

## 11. CASH AND CASH EQUIVALENTS

	30 June 2014 \$'000	30 June 2013 \$'000
Cash at Bank	31,045	13,142
Deposits	562	520
	<b>31,607</b>	<b>13,662</b>

## 12. TRADE AND OTHER RECEIVABLES

	30 June 2014 \$'000	30 June 2013 \$'000
Trade receivables	20,005	6,820
GST refundable	4,068	6,178
Prepayment and other receivables	3,689	3,201
Accrued interest income	12	-
	<b>27,774</b>	<b>16,199</b>

No trade receivables were past due or impaired as at 30 June 2014 (2013: Nil).

## Notes to the Financial Statements (continued)

### 13. INVENTORIES

	30 June 2014 \$'000	30 June 2013 \$'000
<b>Current</b>		
Stores	24,845	25,437
Ore	20,580	25,612
Dore and Concentrate	9,578	8,845
Metal in circuit	9,259	12,894
	<b>64,262</b>	<b>72,788</b>
<b>Non-Current</b>		
Stores	2,533	-
	<b>2,533</b>	-

The inventory expense for write downs to net realisable value for the year was \$27.870 million. The write down of inventories to net realisable value is included in 'cost of sales' in the Consolidated Statement of Comprehensive Income.

### 14. OTHER FINANCIAL ASSETS

	30 June 2014 \$'000	30 June 2013 \$'000
<b>Non-current</b>		
<i>Available-for-sale investments carried at fair value</i>		
Shares in Renaissance Minerals Limited	-	140
Shares in Monto Minerals Limited	900	1,500
	<b>900</b>	<b>1,640</b>

### 15. OTHER NON CURRENT ASSETS

	30 June 2014 \$'000	30 June 2013 \$'000
Tenement security bonds	64	53
Administration and office bonds	16	8
	<b>80</b>	<b>61</b>

# Notes to the Financial Statements (continued)

## 16. PROPERTY, PLANT AND EQUIPMENT

	Freehold Land \$'000	Plant and equipment \$'000	Total \$'000
<b>At 1 July 2012</b>			
Cost	9,261	291,117	300,378
Accumulated depreciation	-	(35,299)	(35,299)
<b>Net carrying amount</b>	<b>9,261</b>	<b>255,818</b>	<b>265,079</b>
<b>Year ended 30 June 2013</b>			
Carrying amount at the beginning of the year	9,261	255,818	265,079
Additions	556	42,866	43,422
Reclassifications	-	(8,709)	(8,709)
Disposals	-	(729)	(729)
Depreciation	-	(23,005)	(23,005)
<b>Carrying amount at the end of the year</b>	<b>9,817</b>	<b>266,241</b>	<b>276,058</b>
<b>Included in above</b>			
Carrying amount of lease assets	-	8,544	8,544
Carrying amount of assets under construction	-	27,376	27,376
	-	<b>35,920</b>	<b>35,920</b>
<b>At 30 June 2013</b>			
Cost	9,817	324,475	334,292
Accumulated depreciation	-	(58,234)	(58,234)
<b>Net carrying amount</b>	<b>9,817</b>	<b>266,241</b>	<b>276,058</b>
<b>Year ended 30 June 2014</b>			
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)
<b>Carrying amount at the end of the year</b>	<b>10,365</b>	<b>478,807</b>	<b>489,172</b>
<b>At 30 June 2014</b>			
Cost	10,365	592,679	603,044
Accumulated depreciation	-	(113,872)	(113,872)
<b>Net carrying amount</b>	<b>10,365</b>	<b>478,807</b>	<b>489,172</b>
<b>Included in above</b>			
Carrying amount of lease assets	-	21,086	21,086
Carrying amount of assets under construction	-	35,179	35,179
	-	<b>56,265</b>	<b>56,265</b>

# Notes to the Financial Statements (continued)

## 17. MINE DEVELOPMENT AND EXPLORATION

	Mines under construction \$'000	Producing mines \$'000	Exploration and evaluation \$'000	Total \$'000
<b>At 1 July 2012</b>				
Cost	247,380	530,197	91,479	869,056
Accumulated depreciation	-	(97,459)	(12,910)	(110,369)
<b>Net carrying amount</b>	<b>247,380</b>	<b>432,738</b>	<b>78,569</b>	<b>758,687</b>
<b>Year ended 30 June 2013</b>				
Carrying amount at the beginning of the year	247,380	432,738	78,569	758,687
Additions	171,893	159,221	37,564	368,678
Reclassifications	150	11,311	-	11,461
Disposals	-	(11,574)	(9,077)	(20,651)
Depreciation and amortisation	-	(118,380)	-	(118,380)
Impairment	(132,058)	(156,883)	(69,292)	(358,233)
<b>Carrying amount at the end of the year</b>	<b>287,365</b>	<b>316,433</b>	<b>37,764</b>	<b>641,562</b>
<b>At 30 June 2013</b>				
Cost	287,365	532,272	50,150	869,787
Accumulated depreciation	-	(215,839)	(12,386)	(228,225)
<b>Net carrying amount</b>	<b>287,365</b>	<b>316,433</b>	<b>37,764</b>	<b>641,562</b>
<b>Year ended 30 June 2014</b>				
Carrying amount at the beginning of the year	287,365	316,433	37,764	641,562
Additions	-	129,964	20,272	150,236
Transfers to Mine Development and Exploration	-	30,505	(23,602)	6,903
Reclassifications	(287,365)	76,297	-	(211,068)
Asset Write Off	-	-	-	-
Depreciation and amortisation	-	(88,186)	-	(88,186)
Expensed	-	-	(6,252)	(6,252)
<b>Carrying amount at the end of the year</b>	<b>-</b>	<b>465,013</b>	<b>28,182</b>	<b>493,195</b>
<b>At 30 June 2014</b>				
Cost	-	769,038	40,568	809,606
Accumulated depreciation	-	(304,025)	(12,386)	(316,411)
<b>Net carrying amount</b>	<b>-</b>	<b>465,013</b>	<b>28,182</b>	<b>493,195</b>

The ultimate recoupment of costs carried forward for exploration and evaluation expenditure phases is dependent on the successful development and commercial exploitation, or alternatively, the sale of the respective areas.

# Notes to the Financial Statements (continued)

## 18. TRADE AND OTHER PAYABLES

	30 June 2014 \$'000	30 June 2013 \$'000
Trade creditors and accruals	59,911	60,554
Other creditors	7,905	18,717
	<b>67,816</b>	<b>79,271</b>

## 19. PROVISIONS

	30 June 2014 \$'000	30 June 2013 \$'000
<b>Current provisions</b>		
Employee entitlements	10,572	10,745
<b>Non-current provisions</b>		
Employee entitlements	3,847	-
Long Service Leave	1,075	637
Rehabilitation provision	79,288	49,603
	<b>84,210</b>	<b>50,240</b>

Reconciliations of carrying amount movements of non-current provisions	Rehabilitation provision \$'000	Long Service Leave \$'000	Employee Entitlements \$'000	Total \$'000
Carrying amount at the beginning of the year	49,603	637	-	50,240
Charges during the year	-	438	3,847	4,285
Write-back of unused provisions	-	-	-	-
Unwinding of discount	1,992	-	-	1,992
Change in provision assumptions	27,693	-	-	27,693
<b>Carrying amount at the end of the year</b>	<b>79,288</b>	<b>1,075</b>	<b>3,847</b>	<b>84,210</b>

The increase in the rehabilitation provision in the year is a result of higher cost estimates made for rehabilitation of the Company's four mines in Queensland.

## 20. INTEREST BEARING LIABILITIES

	30 June 2014 \$'000	30 June 2013 \$'000
<b>Current</b>		
Finance lease liabilities	11,426	4,030
Other borrowings	11,559	4,496
	<b>22,985</b>	<b>8,526</b>
<b>Non-Current</b>		
Corporate loan facility	126,784	126,784
Less: Borrowing costs	(2,024)	(3,520)
Finance lease liabilities	13,723	2,669
	<b>138,483</b>	<b>125,933</b>

# Notes to the Financial Statements (continued)

In November 2012, the Group secured a \$200 million corporate loan facility. The purpose of this facility was to refinance the \$31.500 million Edna May loan facility and to finance short term working capital requirements. The facility is a senior unsecured revolving loan and will mature in November 2015. The corporate loan facility is based on a variable interest rate, calculated using the bank bill swap bid rate ("BBSY") plus an applicable margin.

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 during the period.

The Group's undrawn borrowings amounted to \$73.216 million at the end of the period.

The Group pre-financed \$11.251 million (2013: \$3.696 million) of concentrate from the Mt Carlton mine in June 2014 on a fixed rate short term loan from Macquarie Bank Ltd, this was subsequently repaid in July 2014.

The Group leases various plant and equipment with a carrying amount of \$21.086 million (2013: \$11.080 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.

## 21. DERIVATIVE FINANCIAL LIABILITIES

	30 June 2014 \$'000	30 June 2013 \$'000
<b>Non-current liabilities</b>		
Interest rate swaps – cash flow hedges	153	-
Total non- current derivative financial instrument liabilities	<b>153</b>	<b>-</b>

### Instruments used by the Group

The Group is party to derivative financial instruments in the normal course of business in order to hedge exposure to fluctuations in interest rates in accordance with the Group's financial risk management policies.

#### (i) Interest rate swap contracts – cash flow hedges

During the period, the Company entered into an \$81 million interest rate swap agreement to fix a portion of its borrowings under the Corporate loan facility that will mature in May 2015.

Bank loans of the Group currently bear an average variable interest rate of 5.4% - 6.2%. It is the Group's policy to protect part of the loans from exposure to increasing interest rates. Accordingly, the Group has entered into interest rate swap contracts under which it is obliged to receive interest at variable rates and to pay interest at fixed rates.

Swaps currently in place cover approximately 64% (2013: 0%) of the variable loan principal outstanding and are timed to mature as each loan repayment falls due. The fixed interest rate on the interest rate swap is effectively 5.6% and the variable rates are between 5.4% - 6.2%.

The contracts require settlement of net interest receivable or payable each 30 days. The settlement dates coincide with the dates on which interest is payable on the underlying debt. The contracts are settled on a net basis.

The gain or loss from remeasuring the hedging instruments at fair value is recognised in other comprehensive income and deferred in equity in the hedging reserve, to the extent that the hedge is effective. It is reclassified into profit or loss when the hedged interest expense is recognised. There was no hedge ineffectiveness during the year.

## Notes to the Financial Statements (continued)

### 22. ISSUED CAPITAL

	30 June 2014 \$'000	30 June 2013 \$'000
Issued capital comprises 709,989,453 fully paid ordinary shares (30 June 2013: 708,092,989)	1,048,424	1,047,195

Movement in issued shares for the period	30 June 2014		30 June 2013	
	Number	\$'000	Number	\$'000
Opening balance for the year	708,092,989	1,047,195	707,105,713	1,045,751
Shares issued on vesting of performance rights	559,378	-	-	-
Shares issued for interim dividend	1,337,086	1,229	-	-
Shares issued for asset acquisition	-	-	500,000	835
Shares issued on exercise of options	-	-	487,276	609
<b>Closing balance for the year</b>	<b>709,989,453</b>	<b>1,048,424</b>	<b>708,092,989</b>	<b>1,047,195</b>

During the period, 559,378 shares were issued upon the vesting of performance rights.

During the year, the Board of Directors approved the implementation of a DRP as part of Evolution's existing dividend policy. The DRP will allow 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 DRP for the FY14 interim dividend was 17.43% of the Company's ordinary issued shares, with 1,337,086 shares issued at 91.92 cents per share.

#### *Capital 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.

# Notes to the Financial Statements (continued)

## 23. RESERVES

	30 June 2014 \$'000	30 June 2013 \$'000
Share based payment reserve	18,972	17,243
Fair Value revaluation reserve	(600)	-
Cash Flow Hedge reserve	(153)	-
	<b>18,219</b>	<b>17,243</b>

### *Share based payment reserve*

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.

Options over ordinary shares	30 June 2014 \$'000	30 June 2013 \$'000
Options on issue at beginning of year	17,243	15,042
Share based payment expense recognised in profit and loss	1,729	2,201
Other	-	-
<b>Balance at the end of year</b>	<b>18,972</b>	<b>17,243</b>

At 30 June 2014 there were 9,383,738 options on issue (2013: 10,929,198). Refer to disclosure at Note 9: Share-based payments for further details.

### *Fair Value revaluation reserve*

The fair value revaluation reserve includes the cumulative net change in the fair value of available for sale investments until the investment is derecognised.

	30 June 2014 \$'000	30 June 2013 \$'000
Balance at beginning of year	-	(5,613)
Change in fair value of available-for-sale listed securities	(600)	(2,074)
Impairment expense recognised in Statement of Comprehensive Income	-	7,687
<b>Balance at end of year</b>	<b>(600)</b>	<b>-</b>

This investment relates to 300 million fully paid ordinary shares in Monto Minerals Limited ("Monto") and 150 million options in Monto that were exercisable at 3 cents on or before 30 June 2014. Refer to Note 14: Other Financial Assets for further detail with respect to the available for-sale listed securities and unlisted options.

### *Cash Flow Hedge reserve*

The fair value revaluation reserve includes the cumulative net change in the cash flow hedge until the contract finishes.

	30 June 2014 \$'000	30 June 2013 \$'000
Balance at beginning of year	-	-
Reclassification through profit and loss	(153)	-
<b>Balance at end of year</b>	<b>(153)</b>	<b>-</b>

This investment relates to the \$81 million interest rate swap agreement used to fix a portion of its borrowings under the corporate loan facility.

# Notes to the Financial Statements (continued)

## 24. ACCUMULATED (LOSSES)

Movements in retained earnings are as follows:

	30 June 2014 \$'000	30 June 2013 \$'000
Balance at the beginning of the year	(317,183)	(6,855)
Net profit/ (loss) for the year	50,017	(307,421)
Prior period tax adjustments	-	(2,907)
Dividends paid and issue of share capital	(14,173)	-
<b>Balance at end of year</b>	<b>(281,339)</b>	<b>(317,183)</b>

## 25. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

For the purposes of the statement of cash flows, cash includes cash on hand and in banks, and money market investments readily convertible to cash within two working days, net of outstanding bank overdrafts.

	30 June 2014 \$'000	30 June 2013 \$'000
<b>(a) Reconciliation of cash and cash equivalents</b>		
Reconciliation of cash balance comprises:		
Cash at bank	31,045	13,142
Short term deposits	562	520
	<b>31,607</b>	<b>13,662</b>
<b>(b) Reconciliation of profit/ (loss) to net cash inflow from operating activities:</b>		
Profit/ (loss) for the year	50,017	(307,421)
Add/(less) items classified as investing/financing activities:		
Depreciation and amortisation	143,824	141,385
Share based payments	1,729	2,201
Unwind of discount in provisions	1,992	1,902
Amortisation of borrowing costs	1,496	3,268
Loss on disposal of assets	269	583
Write off of available-for-sale assets	-	7,687
Exploration assets written off during the period	6,252	9,077
Impairment of assets	-	376,598
Property, plant and equipment asset write off	2,033	-
Change in assets and liabilities during the financial year:		
(Increase)/decrease in other receivables	(11,574)	11,740
Decrease/(increase) in deferred mining expenditure	-	3,460
Decrease/(increase) in inventories	5,993	(33,335)
(Decrease)/increase in trade and other payables	(3,897)	14,839
Increase/(decrease) in provisions	4,063	14,624
Increase/(decrease) in deferred tax balance	-	(13,618)
<b>Net cash provided by operating activities</b>	<b>202,197</b>	<b>232,990</b>

# Notes to the Financial Statements (continued)

## 26. 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 2014	30 June 2013
	\$'000	\$'000
<b>Financial Assets</b>		
Cash and cash equivalents	31,607	13,662
Trade and other receivables	23,706	10,021
Other financial assets	900	1,640
	<b>56,213</b>	<b>25,323</b>
<b>Financial liabilities</b>		
Trade and other payables	67,816	79,271
Interest bearing liabilities	161,468	134,459
Derivative liabilities	153	-
	<b>229,437</b>	<b>213,730</b>

### a) Market Risk

#### *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 2014, the Group held USD\$0.695million in a US dollar currency bank account and receivables of US\$9.565 million outstanding 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.

#### *Commodity 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. The Group has in place physical gold delivery contracts covering sales of 164,319 oz (2013: 85,422 oz) of gold at an average flat forward price of \$1,597 per ounce.

#### *Interest Rate Risk*

The Group's interest rate risk arises from cash on hand invested in term deposits and borrowings. Short term deposits of \$0.485 million (2013: \$0.520 million) are placed with investment grade banks in Australia for time frames to ensure an appropriate balance between liquidity and interest rate earned. Borrowings of \$126.784 million (2013: 126.784 million) incur interest at a variable rate and the Group has entered into interest rate swap agreement to fix a portion of its borrowings under the corporate loan facility that will mature in May 2015. An increase/decrease of variable interest rates of 0.25% will result in an increase/ decrease \$633,919 in interest expense relating to debt and \$1,405 in interest income relating to term deposits.

### b) 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 2014 was \$23.694 million (30 June 2013: \$10.021 million).

## Notes to the Financial Statements (continued)

### c) 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.

#### *Maturities of financial liabilities*

The following are the Group's contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

The amounts disclosed in the tables below have been drawn up based on the undiscounted cash flows (including both interest and principal cash flows expected) using contractual maturities and the earliest date on which the Group can be required to pay financial liabilities.

Contractual maturities of financial liabilities (\$'000)	Less than 1 year	1-2 years	2-5 years	Over 5 years	Total contractual cash flows	Carrying amount
<b>30 June 2014</b>						
Trade and other payables	67,816	-	-	-	67,816	67,816
Finance lease liabilities	12,659	10,088	4,353	-	27,100	25,149
Corporate loan facility	6,656	133,440	-	-	140,096	126,784
Other borrowings	11,559	-	-	-	11,559	11,559
<b>Total liabilities</b>	<b>98,690</b>	<b>143,528</b>	<b>4,353</b>	<b>-</b>	<b>246,571</b>	<b>231,308</b>
<b>30 June 2013</b>						
Trade and other payables	79,271	-	-	-	79,271	79,271
Finance lease liabilities	4,296	1,886	954	-	7,136	6,699
Corporate loan facility	6,973	6,973	129,210	-	143,156	126,784
Other borrowings	4,496	-	-	-	4,496	4,496
<b>Total liabilities</b>	<b>95,036</b>	<b>8,859</b>	<b>130,164</b>	<b>-</b>	<b>234,059</b>	<b>217,250</b>

### d) Fair value hierarchy

AASB 13 *Fair Value Measurement* requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

# Notes to the Financial Statements (continued)

The following table presents the Group's assets measured and recognised at fair value at 30 June 2014 and 30 June 2013:

	30 June 2014				30 June 2013			
	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
<b>Recurring fair value measurements</b>								
<b>Available-for-sale financial assets</b>	-	-	-	-	-	-	-	-
Shares available-for-sale	900	-	-	900	1,640	-	-	1,640
<b>Total financial assets</b>	<b>900</b>	<b>-</b>	<b>-</b>	<b>900</b>	<b>1,640</b>	<b>-</b>	<b>-</b>	<b>1,640</b>
<b>Financial liabilities</b>								
Derivatives used for hedging	-	153	-	153	-	-	-	-
<b>Total financial liabilities</b>	<b>-</b>	<b>153</b>	<b>-</b>	<b>153</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

## Valuation techniques used to derive level 2 and level 3 fair values

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. These valuation techniques maximise the use of observable market data where it is available 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. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments in level 2 derivatives 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.

All of the resulting fair value estimates are included in either level 1 or 2, with no financial instruments included in level 3 for the year ending 30 June 2014.

## 27. RELATED PARTY TRANSACTIONS

### (a) Parent entity

The ultimate parent entity within the Group is Evolution Mining Limited.

The balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are disclosed below.

### (b) Equity interests in related parties

#### *Equity interests in subsidiaries*

Evolution Mining Limited has 100% interest in the Edna May Gold Mine, the Cracow Gold Mine, the Pajingo Gold Mine, the Mt Rawdon Gold Mine and the Mt Carlton gold, silver and copper project.

### (c) Transactions with Directors and KMPs

#### *KMP compensation*

Details of KMP compensation are provided in the Remuneration Report of the Directors' Report designated as audited.

#### *Loans to Directors and KMP*

There were no loans to Directors or KMP during the period.

# Notes to the Financial Statements (continued)

## KMP Compensation

The aggregate compensation provided to Directors and KMPs is set out below:

	30 June 2014	30 June 2013
	\$	\$
Short-term benefits	5,541,638	4,189,493
Post-employment benefits	150,818	148,999
Termination benefits	236,908	233,793
Share-based payments	1,207,459	1,196,296
<b>Total</b>	<b>7,136,823</b>	<b>5,768,581</b>

### (d) Transactions with other related parties

Directors Fees were paid to Newcrest Mining Limited ("Newcrest") up until May 2014 for the services of two Non-Executive Directors, Mr Lawrie Conway and Mr Peter Smith. In the amount of \$98,125 (2013: \$192,500).

Newcrest also provided certain accounting, information technology and administration services and was reimbursed for the servicing cost on tenement security to the Company. Fees paid to Newcrest in the period in this regard amounted to \$89,076 (2013: \$53,569).

Directors fees in the amount of \$102,500 was paid to International Mining and Finance Corp, a company of which Mr James Askew is a Director for services provided during the period (2013:\$102,500).

Directors fees in the amount of \$102,473 was paid to John Rowe and Associates, a company of which Mr John Rowe is a Director for services provided during the period (2013: \$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 (2013: \$200,000).

Directors fees in the amount of \$69,865 was paid to Lazy 7 Pty Ltd, a company of which Mr Colin Johnston is a Director for services provided during the period (2013: nil).

Directors fees in the amount of \$8,798 were paid to P Marks Investment Pty Ltd, a company of which Mr Paul Marks is a Director, for services provided during the period (2013: nil). Subsequent to Mr Paul Mark's resignation as a Director, the company entered into a consultancy agreement with Mr Paul Marks whereby the company may call on Mr Paul Marks for advisory or consultancy services, as and when required, through until 30 June 2014. Consulting fees in this regard amounting to \$200,000 were paid to P Marks Investment Pty Ltd during the period.

## 28. AUDITOR'S REMUNERATION

During the year, the following fees were paid or payable for services provided by the auditor of the parent entity:

	30 June 2014	30 June 2013
	\$	\$
<b>PwC Australia</b>		
(a) Audit and other assurance services		
Audit and review of financial statements	257,608	286,116
Other assurance services	-	-
	<b>257,608</b>	<b>286,116</b>
(b) Taxation services – tax compliance and advice	-	365,970
(c) Other services – accounting advice and support	-	-
	<b>-</b>	<b>365,970</b>

# Notes to the Financial Statements (continued)

## 29. INFORMATION RELATING TO EVOLUTON MINING LIMITED (THE PARENT ENTITY)

	30 June 2014 \$'000	30 June 2013 \$'000
<b>Financial position of parent entity at year end</b>		
Current assets	31,345	9,688
<b>Total assets</b>	<b>851,472</b>	<b>889,057</b>
Current liabilities	22,007	13,214
<b>Total liabilities</b>	<b>146,102</b>	<b>195,357</b>
<b>Total equity of the parent entity comprising:</b>		
Share capital	1,048,424	1,047,195
Reserves	18,746	17,169
Accumulated losses	(361,800)	(370,664)
<b>Total equity</b>	<b>705,370</b>	<b>693,700</b>
<b>Result of parent entity</b>		
Profit/ (loss) of the parent entity	23,037	(6,381)
Other comprehensive profit/ (loss)	-	-
<b>Total comprehensive profit/ (loss) of the parent entity</b>	<b>23,037</b>	<b>(6,381)</b>

The Parent Company has entered into a Deed of Cross Guarantee with its subsidiaries.

The Group has provided bank guarantees, as detailed in Note 30: Contingencies.

### (i) Subsidiaries

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group.

### (ii) Investments in Joint arrangements

A joint arrangement is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control. Joint control is the contractually agreed sharing of control such that significant operating and financial decisions require the unanimous consent of the parties sharing control. The Group classifies its interest in a joint arrangement as a joint venture or joint operation. Joint ventures are accounted for using the equity method of accounting whereas for a joint operation the Group recognises its share of the assets, liabilities, revenue and expenses of the joint operation.

### (iii) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

### (iv) Change in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of Evolution.

When the Group ceases to have control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, jointly controlled entity or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that

## Notes to the Financial Statements (continued)

entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss. If the ownership interest in a jointly-controlled entity or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

### 30. CONTINGENCIES

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 2014. The total of these guarantees at 30 June 2014 was \$57.256 million with various financial institutions (30 June 2013 was \$36.486 million).

In addition to the above guarantees, Newcrest Mining Limited is holding \$14.957 million in performance bonds relating to Cracow and Mt Rawdon operations on behalf of the Group (30 June 2013: \$14.957 million). These bonding obligations will be transferred to Evolution once the asset sale agreements have been appropriately stamped by the Queensland Office of State Revenue.

### 31. GOLD DELIVERY COMMITMENTS

As at 30 June 2014	Gold for physical delivery (ounces)	Contracted sales price A\$	Value of committed sales \$'000
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
	<b>164,319</b>		<b>262,486</b>

As at 30 June 2013	Gold for physical delivery (ounces)	Contracted sales price A\$	Value of committed sales \$'000
Within one year	-	1,573	-
Later than one year but not greater than five years	85,422	1,573	134,368
	<b>85,422</b>		<b>134,368</b>

The counterparties to the physical gold delivery contracts are Macquarie Bank Limited ("Macquarie") and Australia and New Zealand Banking Group Limited ("ANZ"). Contracts are settled on a quarterly basis by the physical delivery of gold per Macquarie's and ANZ's instructions. The contracts are accounted for as sale contracts with revenue recognised once the gold has been delivered to Macquarie, ANZ or one of their agents. The physical gold delivery contracts are considered a contract to sell a non-financial item and are 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 Financial Statements (continued)

## 32. CAPITAL AND LEASE COMMITMENTS

### Exploration expenditure commitments

In order to maintain current rights of tenure to exploration tenements and meet exploration joint venture requirements 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 2014	30 June 2013
	\$'000	\$'000
Within one year	3,485	6,675
Later than one year but not greater than five years	5,125	-
More than five years	1,575	-
<b>Total</b>	<b>10,185</b>	<b>6,675</b>

### Capital commitments

The Group has the following capital commitments in relation to capital projects at each of the operating mines.

	30 June 2014	30 June 2013
	\$'000	\$'000
Within one year	19,064	38,047
Later than one year but not greater than five years	2,500	-
<b>Total</b>	<b>21,564</b>	<b>38,047</b>

### Non-cancellable operating lease expense commitments

The Group has the following operating lease commitments not provided for in the financial statements:

	30 June 2014	30 June 2013
	\$'000	\$'000
Within one year	26,626	26,338
Later than one year but not greater than five years	7,207	3,422
<b>Total</b>	<b>33,833</b>	<b>29,760</b>

### Finance lease and hire purchase commitments

Within one year	1,838	4,217
Within two to five years	954	2,945
Later than five years	-	-
Total minimum lease payments	2,792	7,162
Less amounts representing finance charges	(123)	(463)
<b>Present value of minimum lease payments</b>	<b>2,669</b>	<b>6,699</b>
Current portion	1,739	4,030
Non-current portion	930	2,669
<b>Total</b>	<b>2,669</b>	<b>6,699</b>

## Notes to the Financial Statements (continued)

### 33. EVENTS AFTER THE BALANCE SHEET DATE

- On 1 July 2014 the changeover to owner mining at Mt Rawdon occurred with minimal disruption to operations. The Company now directly employs 178 personnel at Mt Rawdon, an increase of 83 from 30 June 2014. The Company now directly owns all mining equipment at Mt Rawdon and has entered into hire purchase agreements to the amount of \$14.263 million.
- Subsequent to the 12 June 2014 announcement, on 7 July 2014 Evolution announced that as part of the a farm in and joint venture arrangement with Emmerson Resources (ASX:ERM) over the high prospective Tennant Creek gold copper project they had purchased 49,144,000 new shares in Emmerson (13%) at the weighted 20 day average of \$0.0381 for \$1.872 million to be held in escrow for 12 months. With Evolution also issuing 2,504,383 new shares to Emmerson for a non-cash consideration per share of \$0.7986 totalling \$2.000 million, to be held in escrow for 12 months.
- Edna May Operations Pty Ltd, a wholly owned subsidiary of Evolution, 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. Evolution will vigorously defend the claim.

No other matter or circumstance has arisen since 30 June 2014 that has significantly affected, or may significantly affect, the operations of the Group, or the state of affairs of the Group and its controlled entities in subsequent periods

# Directors' Declaration

## DIRECTORS' DECLARATION

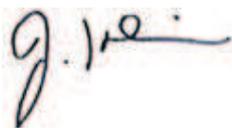
The Directors declare that:

- (a) The financial report of the Consolidated Entity, and the notes set out on pages 89 to 130 are 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 2014; and of its performance for the financial year ended on that date; and
  - (ii) complying with Accounting Standards and *Corporations Act 2001*.
- (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.

Note 1(a) confirms that the financial statements also comply with International Reporting Standards as issued by the International Accounting Standard Board; and

The Directors have been given the declaration by the Chief Financial Officer required by section 295A of the *Corporations Act 2001*.

This declaration has been made in accordance with the resolution of the Directors.



**Jacob Klein**  
Executive Chairman



**Graham Freestone**  
Lead Independent Director and  
Chair of the Audit Committee

Sydney  
27 August 2014

# Independent Auditor's Report



## 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 2014, 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 and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether 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.

### *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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**PricewaterhouseCoopers, ABN 52 780 433 757**  
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Liability limited by a scheme approved under Professional Standards Legislation.

# Independent Auditor's Report (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 2014 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and 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 66 to 87 of the directors' report for the year ended 30 June 2014. 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 2014 complies with section 300A of the *Corporations Act 2001*.

A handwritten signature in cursive script that reads 'PricewaterhouseCoopers'.

PricewaterhouseCoopers

A handwritten signature in cursive script that reads 'Tim Goldsmith'.

Tim Goldsmith  
Partner

Sydney  
27 August 2014

## Shareholder Information

### Capital (as at 12 September 2014)

Share Capital	713,218,647
Ordinary shareholders	11,521
Shareholdings with less than a marketable parcel of \$500 worth of ordinary shares	2023
Market price	A\$0.68

### Distribution of Fully Paid Shares (as at 12 September 2014)

Range	Securities	%	No. of Holders	%
100,001 and Over	622,646,797	87.30	191	1.65
10,001 to 100,000	63,773,401	8.94	2,353	20.37
5,001 to 10,000	13,764,451	1.93	1,864	16.14
1,001 to 5,000	11,746,033	1.65	4,432	38.37
1 to 1,000	1,287,965	0.18	2,710	23.46
<b>Total</b>	<b>713,218,647</b>	<b>100.00</b>	<b>11,550</b>	<b>100.00</b>
Unmarketable Parcels	0	0.00	0	0.00

### Substantial Shareholders (as at 21 Aug 2014)

The following shareholders are recorded as substantial shareholders (as at 12 September 2014):

	Fully Paid Ordinary Shares	
	Number	%
Newcrest Mining	231,082,631	32.43
Van Eck Global	69,197,941	9.71
Allan Gray Investment Mgt	62,641,573	8.79
<b>Total</b>	<b>362,922,145</b>	<b>50.93</b>

## Shareholder Information (continued)

### Twenty Largest Shareholders (as at 12 September 2014)

Name	Fully Paid Ordinary Shares	
	Current Balance	Issued Capital %
NEWCREST HOLDINGS (INVESTMENTS) PTY LTD	231,082,631	32.40
NATIONAL NOMINEES LIMITED	106,741,115	14.97
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	99,764,366	13.99
J P MORGAN NOMINEES AUSTRALIA LIMITED	55,880,615	7.83
CITICORP NOMINEES PTY LIMITED	26,474,319	3.71
BNP PARIBAS NOMS PTY LTD	25,197,445	3.53
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	7,904,203	1.11
TRINITY MANAGEMENT PTY LTD	5,320,881	0.75
MR DONALD ROBIN WALKER	5,130,575	0.72
LUJETA PTY LTD	5,000,000	0.70
MR MARK GARETH CREASY	3,000,000	0.42
MR DAVID GEORGE METFORD	2,605,000	0.37
EMMERSON RESOURCES LIMITED	2,504,383	0.35
QIC LIMITED	2,032,541	0.28
MR KEVIN GOORJIAN & MRS JUDITH GOORJIAN	1,770,970	0.25
RENEAGLE PTY LTD	1,589,330	0.22
VIBRAYE HOLDINGS PTY LTD	1,246,000	0.17
AMP LIFE LIMITED	934,557	0.13
LUJETA PTY LTD	900,000	0.13
MRS DEBRA KLEIN	875,000	0.12
<b>Total</b>	<b>585,953,931</b>	<b>82.16</b>
<b>TOTAL</b>	<b>585,953,931</b>	<b>82.16</b>
<b>Balance of Register</b>	<b>127,264,716</b>	<b>17.84</b>
<b>Grand TOTAL</b>	<b>713,218,647</b>	<b>100.00</b>

#### 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 Klein	(Executive Chairman)
Lawrie Conway	(Finance Director and Chief Financial Officer)
James Askew	(Non-Executive Director)
Graham Freestone	(Lead Independent Director)
Colin Johnstone	(Non-Executive Director)
Thomas McKeith	(Non-Executive Director)
John Rowe	(Non-Executive Director)

## Company Secretary

Evan Elstein

## Registered Office

Level 30, 175 Liverpool Street  
SYDNEY NSW 2000

## Postal Address

Level 30, 175 Liverpool Street  
SYDNEY NSW 2000  
Tel: (+612) 9696 2900  
Fax: (+612) 9696 2901

## Share Register

Link Market Services  
Level 12, 680 George Street  
SYDNEY NSW 2000  
Tel: 1300 554 474 or  
(+612) 9315 2333  
Fax: (+612) 9287 0303  
Email: [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)

## Auditors

PricewaterhouseCoopers  
201 Sussex Street  
SYDNEY NSW 2000  
Tel: (+612) 8266 0000

## Internet Address

[www.evolutionmining.com.au](http://www.evolutionmining.com.au)

## Stock Exchange Listing

Evolution Mining Limited (EVN) shares are listed on the Australian Securities Exchange



