



ABN: 74 084 669 036

Registered Office
Level 30
175 Liverpool Street
Sydney NSW 2000

P +61 2 9696 2900
F +61 2 9696 2901

www.evolutionmining.com.au

ASX Announcement

16 October 2015

PHOENIX GOLD TAKEOVER OFFER NOW UNCONDITIONAL AND OFFER PERIOD EXTENDED

Evolution Mining (ASX: EVN) has today declared its takeover offer for all the ordinary shares in Phoenix Gold Limited (**Phoenix**) free from all remaining conditions set out in section 13.8 of its Bidder's Statement. Accordingly, the Phoenix offer is now unconditional. A formal notice declaring the offer unconditional, required by section 650F of the *Corporations Act 2001* (Cth), was given to Phoenix today and is attached to this announcement.

Evolution has also extended the offer period by one month. The offer is now scheduled to close at **7.00pm (Sydney time) on 26 November 2015**. A notice of variation will be sent to all Phoenix shareholders today and is also attached to this announcement.

By accepting the offer, Phoenix shareholders will receive A\$0.06 in cash and 0.06 Evolution shares per Phoenix share, thereby allowing Phoenix shareholders to hold shares in a financially stronger company with asset diversification and very attractive growth prospects.

Since the dispatch of Evolution's Bidder's Statement on 25 September 2015, Evolution's share price has appreciated strongly. The Evolution offer is now equivalent to A\$0.153 per Phoenix share based upon Evolution's volume weighted average share price (**VWAP**) on 14 and 15 October 2015. This represents a 52.8% premium to the Zijin offer price of A\$0.10 cash per Phoenix share, which has now lapsed, and a 77.7% premium to the 30 day VWAP of the Phoenix share price as at 19 June 2015, being the last trading day prior to the announcement of the Zijin offer. We believe that this is an exceptional outcome for Phoenix Shareholders.

Evolution believes the offer to Phoenix shareholders is attractively priced and provides the certainty of a strong premium as well as ongoing exposure to share price upside that may be generated through the proposed transaction.

Further details of the offer are contained in the Company's Bidder's Statement dated 11 September 2015 which was dispatched to shareholders on 25 September 2015.

For further information please contact:

Bryan O'Hara
Group Manager Investor Relations
Evolution Mining Limited
Tel: +61 2 9696 2900

Michael Vaughan
Media Relations
Fivemark Partners
Tel: +61 422 602 720

About Evolution Mining

Evolution Mining is a leading, growth-focussed Australian gold miner. Evolution operates seven wholly-owned mines – Cowal in New South Wales, Cracow, Mt Carlton, Mt Rawdon and Pajingo in Queensland, and Edna May and Mungari in Western Australia.

Group production for FY15 from Evolution's five existing operating assets (prior to completion of the Cowal and Mungari acquisitions) totalled 437,570 ounces gold equivalent at an All-In Sustaining Cost of A\$1,036 per ounce.

Evolution has guided FY16 attributable gold production from all seven operating assets of 730,000 – 810,000 ounces at an AISC of A\$990 – A\$1,060 per ounce.

Evolution Mining Limited

ABN 74 084 669 036

Notice that defeating conditions to takeover bid freed

**To: Phoenix Gold Limited
ASX Limited**

For the purposes of section 650F of the *Corporations Act 2001* (Cth), Evolution Mining Limited (ABN 74 084 669 036) (**Evolution**) gives notice declaring that:

- 1 its takeover offers under its off-market takeover bid for all the ordinary shares in Phoenix Gold Limited (ABN 55 140 269 316) (**Phoenix**) that it does not already own (**Offers**) contained in its bidder's statement dated 11 September 2015 (**Bidder's Statement**) are free from the remaining defeating conditions in the following sections of the Bidder's Statement:
 - section 13.8(a) (No regulatory action);
 - section 13.8(c) (Gold price);
 - section 13.8(d) (Material adverse change);
 - section 13.8(e) (Prescribed occurrences);
 - section 13.8(f) (No untrue statements to the ASX);
 - section 13.8(g) (Conduct of business);
 - section 13.8(h) (Licence to Mine and Ore Sale Deed);
 - section 13.8(i) (No litigation on foot or pending); and
 - section 13.8(j) (Tenements);
- 2 accordingly, the Offers are now unconditional; and
- 3 its voting power in Phoenix is 19.96%.

DATED: 16 October 2015

A copy of this notice was lodged with ASIC on 16 October 2015. ASIC takes no responsibility for the contents of this notice.

Evolution Mining Limited

ABN 74 084 669 036

Takeover offer for Phoenix Gold Limited

Notice of variation – Extension of offer period

To: **Australian Securities and Investments Commission (ASIC)**
ASX Limited
Phoenix Gold Limited
Each person to whom offers were made under the takeover bid referred to in this notice

Evolution Mining Limited ABN 74 084 669 036 (**Evolution**) gives notice that its takeover offers for all of the ordinary shares in Phoenix Gold Limited (**Phoenix**) contained in its bidder's statement dated 11 September 2015 (**Bidder's Statement**) are varied by extending the period during which the offer will remain open so that the offer will now close at 7.00pm (Sydney time) on 26 November 2015.

Concurrently with this notice, Evolution is serving on Phoenix and releasing to the ASX, a notice under section 650F of the *Corporations Act 2001* (Cth) (**Corporations Act**) freeing the offers from all of the remaining defeating conditions set out in section 13.8 of the Bidder's Statement (except the defeating condition set out in section 13.8(b) (Evolution Share price condition), which has already been fulfilled).

The Corporations Act requires that there be a new date for the purposes of giving the notice of the status of defeating conditions. That date will be 19 November 2015.

As at the date of this notice:

- 1 so far as Evolution knows, the condition in section 13.8(b) (Evolution Share price condition) of the Bidder's Statement has been fulfilled; and
- 2 concurrently with this notice, the offers have been freed of the remaining defeating conditions contained in section 13.8 of the Bidder's Statement.

DATED: 16 October 2015

Signed for and on behalf of
Evolution Mining Limited
by

sign here ▶



Company Secretary

print name ▶ Evan Elstein



Evolution
MINING

16 October 2015

ABN 74 084 669 036

Sydney Office

Level 30
175 Liverpool Street
Sydney NSW 2000

www.evolutionmining.com.au

Dear Phoenix Shareholder

Evolution Mining Limited (**Evolution**) is pleased to inform you that it has declared its takeover offer for all the ordinary shares in Phoenix Gold Limited (**Phoenix**) free from all remaining conditions set out in section 13.8 of its Bidder's Statement. This allows Evolution to expedite the distribution of the offer consideration to all Phoenix Shareholders who accept the offer. A formal notice declaring the offer unconditional required by the *Corporations Act 2001* (Cth) was released to the ASX on 16 October 2015.

After declaring its offer unconditional, Evolution will now endeavour to distribute the offer consideration to Phoenix Shareholders who have already accepted the offer within approximately 14 days after the date of this letter. For Phoenix Shareholders who accept the offer after the date of this letter, Evolution will endeavour to distribute the offer consideration within approximately 14 days after they accept.

The offer period has also been extended by one month and is now scheduled to close at 7.00pm (Sydney time) on 26 November 2015. A formal notice of variation required by the *Corporations Act 2001* (Cth) is enclosed.

By accepting the offer, Phoenix Shareholders will receive A\$0.06 in cash and 0.06 Evolution shares per Phoenix share, thereby allowing Phoenix Shareholders to hold shares in a financially stronger company with asset diversification and very attractive growth prospects.

On 9 October 2015, Evolution released an announcement to the ASX titled 'September 2015 Quarterly Summary' which provided a preliminary outline of the strong production and financial performance achieved by Evolution in the September 2015 quarter. These results demonstrated the positive impact of Evolution's recent acquisitions of the long life and low cost Cowal and Mungari assets, along with Evolution's ability to continually meet or exceed both production and cost guidance.

Since the dispatch of Evolution's Bidder's Statement on 25 September 2015, Evolution's share price has appreciated strongly. The Evolution offer is now equivalent to A\$0.153 per Phoenix share based upon Evolution's volume weighted average share price (**VWAP**) on 14 and 15 October 2015. This represents a 52.8% premium to the Zijin offer price of A\$0.10 cash per Phoenix share, which has now lapsed, and a 77.7% premium to the 30 day VWAP of the Phoenix share price as at 19 June 2015, being the last trading day prior to the announcement of the Zijin offer. We believe that this is an exceptional outcome for Phoenix Shareholders.

Evolution believes the offer to Phoenix Shareholders is attractively priced and provides the certainty of a strong premium as well as ongoing exposure to any share price upside that may be generated through the proposed transaction.

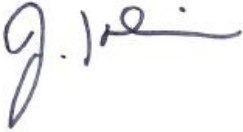
If you have already accepted Evolution's offer you need not take any action. If you have not, I strongly urge you to accept the Evolution offer without delay.



If you have any queries in relation to how to accept the offer or any other matter relating to the takeover bid, please contact Evolution's Offer Information Line on 1300 553 490 (within Australia) or +61 1300 553 490 (from outside Australia), Monday to Friday between 8.30am to 5.30pm (Sydney time).

If you are in any doubt as to what action to take in relation to Evolution's offer, you should contact your financial, legal, taxation or other professional adviser immediately.

Yours sincerely

A handwritten signature in black ink, appearing to read 'J. Klein', with a stylized flourish at the end.

Jake Klein
Executive Chairman
Evolution Mining Limited

