



Evolution Mining Limited
ACN 084 669 036

NOTICE OF ANNUAL GENERAL MEETING
PROXY FORM
EXPLANATORY MEMORANDUM

Date of Annual General Meeting
Thursday 28 November 2019

Time of Annual General Meeting
11.00am (Sydney time)

Place of Annual General Meeting
Sofitel Sydney Wentworth Hotel (Adelaide Room)
61-101 Phillip Street
Sydney NSW 2000

IMPORTANT NOTICES

What you should do

STEP ONE - *Read the meeting documentation*

This is an important document. You should read all of the Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form before deciding whether or not to vote in favour of any of the resolutions. If you do not understand any of the meeting documents, or are not sure what to do, please consult your legal or financial adviser immediately.

STEP TWO - *Vote*

If you are unable to attend the Annual General Meeting in person, you should complete the Proxy Form and ensure that it (and any power of attorney under which it is signed) is received by the Company's share registry at an address given below not later than 11.00am (Sydney time) on Tuesday 26 November 2019. Proxy Forms received after that time will be invalid.

Online: The Proxy Form can be lodged online by visiting www.linkmarketservices.com.au. Select 'Investor Login' and enter Evolution Mining Limited in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your Proxy Form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

By mail: Evolution Mining Limited
c/o Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

By hand: Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

By fax: (+612) 9287 0309

For details on how to complete the Proxy Form, please refer to the instructions in the Notice of Annual General Meeting and Proxy Form.

QUESTIONS

If you have any questions about any matter contained in this document, please contact the Company's share registry, Link Market Services Limited, on +61 1300 554 474.

KEY DATES

Deadline for lodgement of Proxy Forms	11.00am (Sydney time) on Tuesday 26 November 2019
Date and time for determining eligibility to vote	7.00pm (Sydney time) on Tuesday 26 November 2019
Date and time of Annual General Meeting	11.00am (Sydney time) on Thursday 28 November 2019

EVOLUTION MINING LIMITED
ACN 084 669 036

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Members of Evolution Mining Limited ACN 084 669 036 ("the Company") will be held at the Adelaide Room, Sofitel Sydney Wentworth Hotel, 61-101 Phillip Street, Sydney NSW 2000 on Thursday 28 November 2019 at 11.00am (Sydney time).

AGENDA

BUSINESS

Annual Financial Report

To receive and consider the annual financial report of the Company and the reports of the Directors and independent external auditors for the financial year ended 30 June 2019.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following as an advisory resolution:

"That the remuneration report forming part of the Company's 2019 Annual Report for the year ended 30 June 2019 be adopted."

Note – the vote on this resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-election of Mr Colin (Cobb) Johnstone as Director of the Company

To consider and, if thought fit, to pass the following as an ordinary resolution:

"That Mr Colin (Cobb) Johnstone, being a Director who retires in accordance with clause 8.1(d) of the Constitution of the Company and being eligible for re-election, is re-elected as a Director."

Resolution 3 – Approval to Issue Securities Under the Non-Executive Director Equity Plan (NED Equity Plan)

To consider and, if thought fit, to pass the following as an ordinary resolution:

"That the grant of share rights under the Non-Executive Director Equity Plan to Non-Executive Directors in office from time-to-time be approved for the purposes of ASX Listing Rule 10.14 and for all other purposes, on the terms set out in the Explanatory Memorandum."

Resolution 4 – Issue of Performance Rights to Mr Jacob (Jake) Klein

To consider and, if thought fit, to pass the following as an ordinary resolution:

"That the issue of up to 550,839 Performance Rights to Mr Jacob (Jake) Klein under the Evolution Mining Limited Employee Share Option and Performance Rights Plan (Plan) be approved for the purposes of ASX Listing Rule 10.14 and for all other purposes, on the terms set out in the Explanatory Memorandum."

Resolution 5 – Issue of Performance Rights to Mr Lawrence (Lawrie) Conway

To consider and, if thought fit, to pass the following as an ordinary resolution:

"That the issue of up to 305,935 Performance Rights to Mr Lawrence (Lawrie) Conway under the Evolution Mining Limited Employee Share Option and Performance Rights Plan (Plan) be approved for the purposes of ASX Listing Rule 10.14 and for all other purposes, on the terms set out in the Explanatory Memorandum."

Resolution 6 – Increase in Maximum Aggregate Remuneration of Non-Executive Directors

To consider and, if thought fit, to pass the following as an ordinary resolution:

"That for the purposes of ASX Listing Rule 10.17 and in accordance with clause 8.3(a) of the Constitution, the maximum aggregate amount per annum available for payment as remuneration to the Non-Executive Directors of Evolution Mining Limited be increased by \$250,000 from \$950,000 per annum to \$1,200,000 per annum."

ENTITLEMENT TO VOTE

Snapshot date

It has been determined that under regulation 7.11.37 of the Corporations Regulations, for the purposes of the Annual General Meeting, shares in the Company will be taken to be held by the persons who are the registered holders at 7.00pm (Sydney time) on Tuesday 26 November 2019. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

VOTING EXCLUSION STATEMENTS

Resolution 1 – Adoption of Remuneration Report

A vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. *A member of the Key Management Personnel (KMP) whose remuneration details are included in the 2019 Remuneration Report; or*
- b. *A closely related party of such a KMP (including close family members and companies the KMP controls).*

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. *The proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or*
- b. *The vote is cast by the Chairman of the Meeting and the appointment of the Chairman as proxy:*
 - i. *Does not specify the way the proxy is to vote on the resolution; and*
 - ii. *Expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.*

“Key management personnel” and “closely related party” have the same meaning as set out in the Corporations Act 2001 (Cth) (Corporations Act).

Resolution 3 – Approval to Issue Securities Under the Non-Executive Director Equity Plan (NED Equity Plan)

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any Director of the Company who is eligible to participate in the Non-Executive Director Equity Plan (NED Equity Plan) and their associates. Only Non-Executive Directors (excluding Alternate Directors) are eligible to participate in the NED Equity Plan so therefore Mr James Askew, Mr Graham Freestone, Ms Andrea Hall, Mr Colin Johnstone and Mr Thomas McKeith and their associates will be excluded from voting on Resolution 3. The Executive Directors, Mr Klein and Mr Conway will not be excluded from voting on Resolution 3.

The Company need not disregard a vote if:

- a. it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b. it is cast by the person Chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, in accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 3 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting because the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolutions 4 and 5 – Issue of Performance Rights to Mr Jacob (Jake) Klein and Mr Lawrence (Lawrie) Conway

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 and 5 by or on behalf of any Director of the Company who is eligible to participate in the Evolution Mining Limited Employee Share Option and Performance Rights Plan (Plan) and their associates. Only Executive Directors are eligible to participate in the Plan so therefore Mr Conway and Mr Klein and their associates will be excluded from voting on Resolutions 4 and 5.

However, the Company need not disregard a vote if:

- a. it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b. it is cast by the person Chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, in accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolutions 4 and 5 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting because the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 6 – Increase in Maximum Aggregate Remuneration of Non-Executive Directors

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of any Director of Evolution Mining Limited (Mr Jacob (Jake) Klein, Mr James Askew, Mr Graham Freestone, Ms Andrea Hall, Mr Colin (Cobb) Johnstone, Mr Thomas McKeith and Mr Lawrence (Lawrie) Conway and their associates.

However, the Company need not disregard a vote if:

- a. it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form;
or

- b. it is cast by the person Chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, in accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 6 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting because the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

PROXIES

A shareholder of the Company (Member) entitled to attend and to vote at the Annual General Meeting is entitled to appoint a proxy to attend and to vote instead of the Member. The proxy need not be a Member and can be an individual or a body corporate.

If a Member appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- Appoints an individual as its corporate representative to exercise its powers at the Annual General Meeting, in accordance with section 250D of the Corporations Act; and
- Provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Annual General Meeting.

If such evidence is not received before the Annual General Meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

Members are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the Member's voting rights. If the Member appoints two proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise half of the votes. On a show of hands, neither proxy may vote if more than one proxy attends.

Any directed proxies that are not voted on any poll at the Annual General Meeting by a Member's appointed proxy will automatically default to the Chairman of the Annual General Meeting, who is required to vote proxies as directed on a poll.

The Corporations Act prohibits members of the KMP of the Company (which includes each of the Directors of the Company) from voting on the Remuneration Report (Resolution 1) and remuneration related resolutions (Resolutions 3, 4, 5 and 6) in certain circumstances. Where the KMP is appointed as a proxy, the KMP must be directed as proxy how to vote on Resolutions 1, 3, 4, 5 and 6 (inclusive) (ie directed to vote 'for', 'against' or 'abstain'). Undirected proxy votes on Resolutions 1, 3, 4, 5 and 6 (inclusive) cannot be voted by a KMP and will be treated as invalid by the Company. If you intend to appoint a member of the KMP your proxy, please ensure that you direct them how to vote on Resolutions 1, 3, 4, 5 and 6 (inclusive) by marking either the 'for', 'against' or to 'abstain' box for each of Resolutions 1, 3, 4, 5 and 6 (inclusive).

The exception to the above prohibition is in the instance of the Chairman of the Meeting who, under the Corporations Act, can vote undirected proxies where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP. The Proxy Form accompanying this Notice of Meeting provides this express authorisation.

Mr Klein will not chair the meeting for the consideration of Resolution 4. For the duration of this Resolution, the meeting will be chaired by a Non-Executive Director nominated by Mr Klein, pursuant to clause 7.5(d) of the Constitution. As Chairman of the Meeting during Resolution 4, this Non-Executive Director will also be entitled to exercise any undirected proxies in respect of these Resolutions as the express authorisation on the Proxy Form to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP is given to the Chairman of the Meeting (and not any one individual).

A proxy must be signed by the Member or his/her attorney duly authorised in writing or, if the Member is a corporation, in accordance with the Corporations Act. The Proxy Form and the power of attorney or other authority (if any) under which the Proxy Form is signed, or a copy or facsimile which appears on its face to be an authentic copy of that proxy, power or authority, must be returned to Company's share registry at an address given below by no later than 11.00am (Sydney time) on Tuesday 26 November 2019:

Online: The Proxy Form can be lodged online by visiting www.linkmarketservices.com.au. Select 'Investor Login' and enter Evolution Mining Limited in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your Proxy Form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

By mail: Evolution Mining Limited
c/o Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

By hand: Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

By fax: (+612) 9287 0309

A Proxy Form accompanies this Notice of Annual General Meeting.

To be valid, a Proxy Form and the Power of Attorney under which it is signed or proof thereof must be to the satisfaction of the Directors of the Company.

The Company reserves the right to declare invalid any proxy not received in this manner.

BY ORDER OF THE BOARD OF THE COMPANY

A handwritten signature in black ink, appearing to read 'E. Elstein', written over a horizontal line.

Evan Elstein
Company Secretary
Dated: 25 October 2019

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is for the information of Members in connection with resolutions to be considered at the Annual General Meeting of the Company to be held on Thursday 28 November 2019 at 11.00am (Sydney time).

Business

Annual Financial Report

The Corporations Act requires the reports of the Directors and independent external auditors and the annual financial report, including the financial statements of the Company for the year ended 30 June 2019, to be laid before the Annual General Meeting, but does not require a formal resolution on the financial statements or reports. However, provision will be made at the Annual General Meeting for Members as a whole to ask questions or make comments on the reports or the management of the Company. Members may question the auditor regarding the conduct of the audit, the independence of the auditor, preparation and content of the reports and accounting policies adopted by the Company.

The Company's 2019 Annual Report is available on the Company's website at www.evolutionmining.com.au/Reports/.

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Members the remuneration report as disclosed in the Company's 2019 Annual Report.

The vote is advisory only and is not binding on the Directors or the Company. A reasonable opportunity will be given to Members as a whole to ask questions about, or make comments on, the remuneration report. The remuneration report is set out in the Company's 2019 Annual Report and is also available on the Company's website at www.evolutionmining.com.au/Reports/.

The remuneration report explains the Board policies in relation to the nature and level of remuneration paid to the Company's key management personnel (KMP) (including the directors of the Company), sets out details of the remuneration and service agreement for each member of the KMP and sets out the details of any share based compensation.

Under the Corporations Act, if at least 25% of the votes cast on the relevant resolution are voted against the adoption of the remuneration report at two consecutive annual general meetings, the Company will be required to put to Members at the second annual general meeting a resolution proposing that another general meeting be held within 90 days, at which all of the Company's Directors (other than the Executive Chairman, who for the purposes of clauses 8.1(f) and 9.1 of the Constitution of the Company serves as the Managing Director) must retire unless they are re-elected at that meeting (**Spill Resolution**).

The Company has not had a vote of 25% against the adoption of the remuneration report since the introduction of this requirement in the Corporations Act and as such the 2019 Notice of Meeting does not contain a Spill Resolution.

For the voting exclusions applicable to this Resolution 1, please refer to the 'Entitlement to Vote' section of the Notice of Annual General Meeting.

Board Recommendation

Due to each Director having an interest in the outcome of Resolution 1, and for good governance, the Board refrains from making a recommendation to Members.

Note – The Chairman of the Annual General Meeting intends to vote all available proxies in favour of Resolution 1.

Resolution 2 – Re-election of Mr Colin (Cobb) Johnstone as a Director of the Company

The ASX Listing Rules require that the Company must hold an election of Directors each year. Mr Johnstone was re-elected by the Members at the Company's Annual General Meeting held in 2016 and is the Director longest in office since last re-election. In accordance with clause 8.1(d) of the Constitution, Mr Johnstone will retire from office at the conclusion of the Annual General Meeting and being eligible, has offered himself for re-election as a Director of the Company.

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. He has extensive international experience including Canada, China, Africa and South America.

Mr Johnstone was Chief Operating Officer at Equinox Minerals Limited, until the acquisition by Barrick Gold Corporation in 2011. Prior to that Mr Johnstone was Chief Operating Officer of Sino Gold Mining Limited, where he oversaw the development and operation of gold mines in China. Mr Johnstone is Chairman of Aurelia Metals Ltd (since November 2016). Mr Johnstone was the Lead Independent Director from 25 November 2015 to 30 November 2018 and remains the Chair of the Risk and Sustainability Committee and a member of the Audit Committee.

Mr Johnstone was a former Non-Executive Director of Magnis Resources Ltd, Neometals Ltd (Reed Resources Ltd), and Metallum Ltd.

Board Recommendation

The Board, with Mr Johnstone abstaining, unanimously recommends that Members vote to approve Resolution 2.

Note – The Chairman intends to vote all available proxies in favour of Resolution 2.

Resolution 3 – Approval to Issue Securities Under the Non-Executive Director Equity Plan (NED Equity Plan)

ASX Listing Rule 10.14 requires the approval of ordinary shareholders to issue securities under an employee incentive scheme to a Director of the Company. Accordingly, Members are being asked to approve the grants of Share Rights in FY2020, FY2021 and FY2022 to any Non-Executive Directors (NEDs) in office from time-to-time under NED Equity Plan.

Grants to NEDs under the NED Equity Plan were last approved by Members at the Company's 2016 Annual General Meeting.

Approval of this resolution will result in the grant of Share Rights to NEDs within exception 14 in Listing Rule 7.2. Therefore, the issue of securities to NEDs will not be included in the 15% calculation for the purposes of Listing Rule 7.1. The issue of Shares in the Company on the vesting of the Share Rights will also be excluded from Listing Rule 7.1.

Since the last approval of the NED Equity Plan, the Company has issued the following securities:

- 174,114 Share Rights; and
- 204,329 fully paid ordinary shares (on vesting of Share Rights issued under the NED Equity Plan).

Background

The Company's remuneration report included in the 2019 Annual Report articulates the Company's approach to remuneration for NEDs and provides that annual remuneration paid by Evolution Mining Limited to NEDs will be delivered partially in cash and partially in equity.

The Board believes that structuring the remuneration of NEDs in this way will support the NEDs in building their shareholdings in Evolution Mining Limited. The NED Equity Plan helps facilitate NEDs holding a "meaningful" shareholding in Evolution Mining Limited for all current and future NEDs.

Overview of the NED Equity Plan

Under the NED Equity Plan, NEDs will be granted Share Rights as part of their remuneration. NEDs may instruct the Company to grant the Share Rights to a nominee controlled by the NED.

The number of Share Rights granted will be calculated in accordance with the following formula:

"Equity Amount" (\$) for the financial year/Value per Share Right

Where:

- "Equity Amount" is an amount determined by the Board, having regard to level of board and committee fees paid in cash and independent advice received. For FY2020, the Equity Amount has been determined by the Board to be \$65,000 for each NED and \$80,000 for the NED who also holds the role as Lead Independent Director.
- the Value per Share Right = the volume weighted average market price of Evolution Mining Limited's ordinary shares traded on the ASX over the 10- day period commencing 1 day after the release of the full year financial results in August of each year be. For FY2020, the VWAMP used to determine the number of share rights to be granted to each NED (subject to shareholder approval) is \$5.1073.

The Board has discretion to adjust the Equity Amount in future years. In addition, a NED may elect to receive a greater proportion of their fees as equity under the NED Equity Plan.

Providing the NED remains a director of Evolution Mining Limited, Share Rights will vest and automatically exercise 12 months after the grant date. The Share Rights to be granted to NEDs under the NED Equity Plan will not be subject to performance conditions or service requirements which could result in potential forfeiture. This is in-line with best practice governance standards, including the ASX Corporate Governance Council's Principles, which recommend that non-executive directors generally should not receive equity with performance hurdles attached as it may lead to bias in their decision-making and compromise their objectivity.

Vested Share Rights will convert into ordinary shares on a one-for-one basis. Vested Share Rights will be satisfied by either issuing shares or arranging for shares to be acquired on-market, subject to the Evolution Mining Limited's Securities Trading Policy and the inside information provisions of the Corporations Act.

Upon the transfer to the relevant NED, the shares will be subject to disposal restrictions (Disposal Conditions) under the earlier of:

- the NED ceasing to be a director of Evolution Mining Limited; and
- 3 years from the date of grant of the share rights or such longer period nominated by the NED at the time of the offer (up to a maximum 15 years from the date of grant),

(Restricted Shares).

There are no dividend or voting rights with respect to Share Rights until they are exercised. Restricted Shares will rank equally (in relation to dividend and other rights) with other fully paid ordinary shares.

Generally, Share Rights will lapse if a Participant ceases to be a Director of the Company.

In the event of a change of control:

- Share Rights will vest on pro rata basis from the date of grant and shares delivered upon the exercise of these vested Share Rights will not be subject to the Disposal Conditions; and
- all Disposal Conditions in respect of Restricted Shares ends.

If the capital of the Company is reconstructed, the number of Share Rights held by each NED may be adjusted such that the value of the Share Rights held prior to any reorganisation is restored.

If at any time the Board determines that the allocation of Share Rights or Restricted Shares would result in Evolution Mining Limited breach its constitution, any policy, any law, the ASX Listing Rules or is otherwise in appropriate in the circumstances, the Board may defer the allocation of rights or shares until a more suitable time or, in the case of share rights, pay a NED their fee in an equivalent cash amount.

If approval by Members is not given, the Board will have discretion which may include acquiring shares on market as permitted under ASX Listing Rule 10.15B and/or increasing the directors' fees component payable in cash within the NED fee pool limit previously approved by Members.

Disclosure for the purposes of ASX Listing Rule 10.15A regarding Resolution 3

The Company provides the following additional information in respect of the proposed grant of equity to current NEDs under the NED Equity Plan for FY2020, FY2021 and FY2022.

1. The maximum number of securities that may be acquired by current and future NEDs cannot be precisely calculated as it depends on:
 - The amount of remuneration the Board determines to be paid in the form of Share Rights and, if applicable, any additional amount a NED elects to sacrifice to acquire Share Rights;
 - The share price at the time when Share Rights are granted to NEDs; and
 - The number of NEDs in office from time to time.
2. The NED Equity Plan was last approved by Members at the 2016 Annual General Meeting. Since that time, the following NEDs received grants under the NED Equity Plan:

2017

- a. Mr Colin Johnston was granted 16,697 Share Rights and 16,298 shares for nil consideration;
- b. Mr Thomas McKeith was granted 16,697 Share Rights and 16,298 shares for nil consideration;
- c. Mr Graham Freestone was granted 16,697 Share Rights and 16,298 shares for nil consideration;
- d. Mr James Askew was granted 16,697 Share Rights and 16,298 shares for nil consideration;
- e. Ms Andrea Hall was granted 16,697 Share Rights for nil consideration;
- f. Mr Naguib Onsi Sawiris was granted 16,697 Share Rights and 16,298 shares for nil consideration; and
- g. Mr Sebastien de Montessus was granted 16,697 Share Rights and 16,298 shares for nil consideration.

2018

- a. Ms Andrea Hall was granted 11,447 Share Rights and 16,697 shares for nil consideration;
 - b. Mr Colin Johnstone was granted 11,447 Share Rights and 16,697 shares for nil consideration;
 - c. Mr Thomas McKeith was granted 11,447 Share Rights and 16,697 shares for nil consideration;
 - d. Mr Graham Freestone was granted 11,447 Share Rights and 16,697 shares for nil consideration; and
 - e. Mr James Askew was granted 11,447 Share Rights and 16,697 shares for nil consideration.
3. all Non-Executive Directors (excluding Alternate Directors) being Mr James Askew, Mr Graham Freestone, Ms Andrew Hall, Mr Colin Johnstone and Mr Thomas McKeith are entitled to participate in the Plan.
 4. No loans will be made available in relation to the acquisition of Share Rights or Restricted Shares under the NED Equity Plan.
 5. Details of any securities issued under the NED Equity Plan will be published in each Annual Report of the Company relating to a period in which securities have been issued and that approval for the issue of securities was obtained under ASX Listing Rule 10.14.
 6. If Resolution 3 is approved, it is anticipated that NEDs will be able to participate in the NED Equity Plan from the time shareholder approval is granted. While it is intended that the NED Equity Plan will continue to operate

indefinitely, new securities will only be issued under the NED Equity Plan up until 28 November 2022, unless shareholder approval for the issue of securities under the NED Equity Plan is refreshed prior to that date.

7. As noted above, Restricted Shares received on the automatic exercise of Share Rights under the NED Equity Plan will be satisfied by either issuing shares or arranging for shares to be purchased on-market at the prevailing market price.
8. If approval is given by Members under Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1.
9. If approval is given by Members under Listing Rule 10.14, any securities issue to a NED will not be calculated as a "directors' fee" for the purposes of the total agreement amount of directors fees payable in accordance with Listing Rule 10.17.
10. For the voting exclusions applicable to Resolution 3, please refer to the 'Entitlement to Vote' section of the Notice of Annual General Meeting

Board Recommendation

The Executive Directors, Mr Klein and Mr Conway, both unanimously recommend that Members vote to approve Resolution 3.

Note – The Chairman intends to vote all available proxies in favour of Resolution 3.

Resolutions 4 and 5 - Issue of Performance Rights to Mr Jacob (Jake) Klein and Mr Lawrence (Lawrie) Conway under the Employee Share Option and Performance Rights Plan

ASX Listing Rule 10.14 requires member approval for the acquisition of securities by a director under an employee incentive scheme. If approved, the approval applies to the issue of the Performance Rights and the issue of ordinary fully paid shares (if any) on the vesting of the Performance Rights.

Resolution 4 is seeking Member approval for the grant of 550,839 Performance Rights to Mr Klein under the Company's Employee Share Option and Performance Rights Plan (**Plan**) and Resolution 5 is seeking Member approval for the grant of 305,935 Performance Rights to Mr Conway under the Plan.

The number of Performance Rights proposed to be issued to Mr Klein and to Mr Conway is the maximum amount of Performance Rights that will vest if they satisfy what the Board considers stretch or outstanding performance achievement, as described below.

The vesting of the Performance Rights incorporates performance conditions which trigger vesting at 'threshold', 'target' and 'exceptional' performance levels and the vesting scales have been designed appropriately to reward above target and truly exceptional Company performance.

The Performance Rights will be issued in accordance with the rules of the Plan and in a single tranche to be performance tested at the end of a three year period ending 30 June 2022. Subject to the satisfaction of the performance conditions described below and to any adjustment in accordance with the rules of the Plan (e.g. upon a reconstruction of securities), Mr Conway and Mr Klein will each receive one share in the Company for each Vested Performance Right granted to them.

Approval of this resolution will result in the grant of Performance Rights within exception 14 in Listing Rule 7.2 (and exception 9(b)). Therefore, the issue of securities to NEDs will not be included in the 15% calculation for the purposes of Listing Rule 7.1. The issue of Shares in the Company on the vesting of the Share Rights will also be excluded from Listing Rule 7.1.

Performance Conditions of Performance Rights

The Performance Rights will only vest on a Relevant Date if Mr Klein and Mr Conway remain as employees of the Company up to and including that Relevant Date.

The number of Performance Rights which vest on the Relevant Dates will depend on the extent to which the Vesting Conditions have been satisfied for the relevant period.

Upon the Vesting Conditions having been satisfied (as determined and ratified by the Board) Mr Klein and Mr Conway will be allocated Performance Shares.

The Vesting Conditions will be based on:

Measure	Weighting
The Company's relative total shareholder return (TSR) measured against the TSR for a peer group of 15 comparator gold mining companies (Peer Group Companies) (Relative TSR Performance Rights)	25%
The Company's absolute TSR return (Absolute TSR Performance Rights)	25%
Growth in Evolution's Earnings Per Share (EPS Performance Rights)	25%

Growth in Ore Reserves Per Share (Ore Reserves Performance Rights)	25%
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The Peer Group Companies for the FY20 Performance Rights comprise the following:

Alamos Gold Inc	AngloGold	B2Gold Corp
Centerra Gold	Endeavour Mining Corporation	Gold Fields
Kinross	Kirkland Lake	Newcrest
Northern Star Resources	Oceana Gold Corp	Regis Resources
Saracen	St Barbara	Yamana Gold

The Board has the discretion to adjust the composition and number of the Peer Group Companies on an annual basis for each year's Performance Rights grant, to take into account events including, but not limited to, takeovers, mergers and demergers that might occur during the relevant period. Any adjustments made to the Peer Group Companies will be disclosed in the Company's remuneration report.

The effective testing date for the Performance Rights is 30 June 2022 with the testing to occur within 90 days after that date. Performance Rights will lapse after testing if they do not vest. There is no re-testing.

Relative TSR Performance Rights

25% of the Performance Rights will be tested against the Company's TSR performance relative to the Peer Group Companies (**Relative TSR Performance Rights**). The Company's TSR will be based on the percentage by which its 30-day volume weighted average share price on ASX (**VWAP**) at the close of trade on 30 June 2022 (plus the value of any dividends paid during the performance period) (**2022 Evolution TSR**) has increased over the company's 30-day VWAP at the close of trade on the 30 June 2019. For the avoidance of doubt, the 30 day VWAP as at 30 June 2019 was \$ \$4.0052 (**2019 Evolution VWAP**).

The TSR for each Peer Group Company will be based on the percentage by which each Peer Group Company's 30-day VWAP at the close of trade on 30 June 2022 (plus the value of any dividends paid during the performance period) (each a **2022 Peer Group TSR**) has increased over that company's 30-day VWAP at the close of trade on 30 June 2022.

The proportion of the TSR Performance Rights that will vest will be based on the 2022 Evolution TSR as compared to the 2022 Peer Group TSRs and will be determined as follows:

Level of performance achieved	Company Relative TSR Performance	% of Relative TSR Performance Rights vesting
Threshold	Below the 50th percentile	0%
	At the 50th percentile	50%
Target	Above the 50th percentile and below the 25th percentile	Straight-line pro-rata between 50% and 100%
Exceptional	At or above 25th percentile	100%

Absolute TSR Performance Rights

25% of the Performance Rights will be tested against the Company's absolute TSR performance relative to the 2019 Evolution VWAP (**Absolute TSR Performance Rights**), measured as the cumulative annual TSR over the three year performance period ending 30 June 2022.

The proportion of the Absolute TSR Performance Rights that will vest will be determined by the Company's Absolute TSR Performance as follows:

Level of performance achieved	2020 Company Absolute TSR Performance	% of Absolute TSR Performance Rights vesting
Threshold	Equal to 10% Per Annum Return	33%
	Above 10% Per Annum Return and below 15% Per Annum Return	Straight-line pro-rata between 33% and 66%
Target	Equal to 15% Per Annum Return	66%
	Above 15% Per Annum Return and below 20% Per Annum Return	Straight-line pro-rata between 66% and 100%
Exceptional	Equal to 20% Per Annum Return or above	100%

Earnings Per Share (EPS) Performance Rights

25% of the Performance Rights will be tested against the Company's growth in EPS (calculated by excluding any Non-Recurring Items), measured as the cumulative annual growth rate over the three year performance period to 30 June 2022. The proportion of the Growth in EPS Performance Rights that will vest will be determined as follows:

Level of performance achieved	2022 Company EPS Performance	% of EPS Performance Rights vesting
Threshold	Equal to 7% per annum growth in EPS	33%
	Above 7% per annum growth and below 11% per annum growth	Straight-line pro-rata between 33% and 66%
Target	Equal to 11% per annum growth	66%
	Above 11% per annum growth and below 15% per annum growth	Straight-line pro-rata between 66% and 100%
Exceptional	Equal to 15% per annum growth or above	100%

Growth in Ore Reserves Per Share

The remaining 25% of the Performance Rights will be tested against the Company's growth in Ore Reserves Per Share, calculated by measuring the growth over the three year performance period by comparing the baseline measure of the Ore Reserves as at 31 December 2018 (**Baseline Ore Reserves**) to the Ore Reserves as at 31 December 2021 on a per share basis, with testing to be performed at 30 June 2022. The proportion of the Growth in Ore Reserves Per Share Performance Rights that will vest will be determined as follows:

Level of performance achieved	2022 Company Ore Reserves Per Share Performance	% of Ore Reserves Per Share Performance Rights vesting
Threshold	Equal to 90% of Baseline Ore Reserves	33%
	Above 90% of Baseline Ore Reserves but below 100% of Baseline Ore Reserves	Straight-line pro-rata between 33% and 66%
Target	Equal to 100% of Baseline Ore Reserves	66%
	Above 100% of Baseline Ore Reserves and below 120% of Baseline Ore Reserves	Straight-line pro-rata between 66% and 100%
Exceptional	Equal to 120% of Baseline Ore Reserves and above	100%

Refer to the Company website for other key terms of the Plan.

Disclosure for the purposes of ASX Listing Rule 10.15 regarding Resolution 4

To enable Member approval to be effectively obtained under ASX Listing Rule 10.14, the following disclosures are made pursuant to ASX Listing Rule 10.15:

1. Mr Klein is a director of the Company.
2. The maximum number of Performance Rights that can be granted to Mr Klein under this approval is 550,839.
3. There is no loan proposed in relation to the proposed award of Performance Rights to Mr Klein.

4. The Performance Rights that are to be awarded to Mr Klein are intended to be awarded as soon as practicable after the 2019 Annual General Meeting and in any event will not be awarded later than 12 months after the 2019 Annual General Meeting.
5. Vested Performance Rights will convert to fully paid ordinary shares on a one-for-one basis.
6. The price payable on the issue or exercise of each Performance Right is nil.
7. The following grants under the Plan have been made to persons to which ASX Listing Rule 10.14 applies since the Plan was last approved by Members at the 2017 Annual General Meeting, each for a nil acquisition price:
 - a. 2017 Annual General Meeting – 692,165 Performance Rights to Mr Klein
 - b. 2017 Annual General Meeting – 369,050 Performance Rights to Mr Conway
 - c. 2018 Annual General Meeting – 495,935 Performance Rights to Mr Klein
 - d. 2018 Annual General Meeting – 268,831 Performance Rights to Mr Conway
8. The Executive Directors, being Mr Conway and Mr Klein, are the only persons referred to in ASX Listing Rule 10.14 entitled to participate in the Plan.
9. For the voting exclusions applicable to this Resolution 4, please refer to the 'Entitlement to Vote' section of the Notice of Annual General Meeting.
10. Member approval for Resolution 4 is sought under Listing Rule 10.14, and is not required under Listing Rule 7.1.

Board Recommendation

The Board, with Mr Klein abstaining, unanimously recommends that Members vote to approve Resolution 4.

Note – The Chairperson, who will be nominated pursuant to clause 7.5(d) of the Company's Constitution for this Resolution, intends to vote all available proxies in favour of Resolution 4.

Disclosure for the purposes of ASX Listing Rule 10.15 regarding Resolution 5

To enable Member approval to be effectively obtained under ASX Listing Rule 10.14, the following disclosures are made pursuant to ASX Listing Rule 10.15:

1. Mr Conway is a director of the Company.
2. The maximum number of Performance Rights that can be granted to Mr Conway under this approval is 305,935.
3. There is no loan proposed in relation to the proposed award of Performance Rights to Mr Conway.
4. The Performance Rights that are to be awarded to Mr Conway are intended to be awarded as soon as practicable after the 2019 Annual General Meeting and in any event will not be awarded later than 12 months after the 2019 Annual General Meeting.
5. Refer also to disclosures #5-#8 under "Disclosure for the purposes of ASX Listing Rule 10.15 regarding Resolution 4" (page 12).
6. For the voting exclusions applicable to Resolution 5, please refer to the 'Entitlement to Vote' section of the Notice of Annual General Meeting.
7. Member approval for Resolution 5 is sought under Listing Rule 10.14, and is not required under Listing Rule 7.1.

Board Recommendation

The Board, with Mr Conway abstaining, unanimously recommends that Members vote to approve Resolution 5.

Note – The Chairman intends to vote all available proxies in favour of Resolution 5.

Resolution 6 – Increase in Maximum Aggregate Remuneration of Non-Executive Directors

Member approval is sought to increase the maximum aggregate annual amount available to be paid or provided to the NEDs of the Company by \$250,000, from \$950,000 to \$1,200,000 per annum (including applicable statutory superannuation guarantee contributions payable by the Company to the NEDs).

In accordance with clause 8.3(a) of the Constitution and for the purposes of ASX Listing Rule 10.17, the maximum aggregate amount payable as remuneration to all NEDs of the Company in any year may not exceed an amount determined by shareholders from time to time at a general meeting (NED Fee Pool).

The Board is seeking Member approval to increase the NED Fee Pool for the following reasons:

- to ensure the NED Fee Pool can accommodate additional NEDs being appointed to the Board (if required); and
- to enable the Company to maintain remuneration arrangements that are market competitive, so it can attract and retain high calibre individuals as NEDs.

If Member approval is obtained, the increased available NED Fee Pool will apply from and including the financial year ending 30 June 2020.

The NED Fee Pool was last increased by Members at the Company's 2015 Annual General Meeting.

While the NED Fee Pool is a maximum annual limit available to be paid or provided to all NEDs, the proposed increase to the NED Fee Pool does not imply that the fees payable to the NEDs will be increased according to that limit, or that the full amount of the NED Fee Pool will be used.

Details of fee arrangements NEDs have been disclosed in the Company's annual remuneration report which must be submitted for adoption by resolution of shareholders at every Annual General Meeting.

As set out in Resolution 3 above, the following securities have been issued to NEDs under ASX Listing Rule 10.14 with shareholder approval during the preceding three years – the securities were issued under the NED Equity Plan:

2017

- a. Mr Colin Johnston was granted 16,697 Share Rights and 16,298 shares for nil consideration;
- b. Mr Thomas McKeith was granted 16,697 Share Rights and 16,298 shares for nil consideration;
- c. Mr Graham Freestone was granted 16,697 Share Rights and 16,298 shares for nil consideration;
- d. Mr James Askew was granted 16,697 Share Rights and 16,298 shares for nil consideration;
- e. Ms Andrea Hall was granted 16,697 Share Rights for nil consideration;
- f. Mr Naguib Onsi Sawiris was granted 16,697 Share Rights and 16,298 shares for nil consideration; and
- g. Mr Sebastien de Montessus was granted 16,697 Share Rights and 16,298 shares for nil consideration.

2018

- a. Ms Andrea Hall was granted 11,447 Share Rights and 16,697 shares for nil consideration;
- b. Mr Colin Johnstone was granted 11,447 Share Rights and 16,697 shares for nil consideration;
- c. Mr Thomas McKeith was granted 11,447 Share Rights and 16,697 shares for nil consideration;
- d. Mr Graham Freestone was granted 11,447 Share Rights and 16,697 shares for nil consideration; and
- e. Mr James Askew was granted 11,447 Share Rights and 16,697 shares for nil consideration.

Board Recommendation

The Executive Directors, Mr Klein and Mr Conway, both unanimously recommend that Members vote to approve Resolution 6.

Note – The Chairman intends to vote all available proxies in favour of Resolution 6.


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Evolution Mining Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Evolution Mining Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am on Thursday, 28 November 2019 at the Sofitel Sydney Wentworth Hotel (Adelaide Room), 61-101 Phillip Street, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1, 3, 4, 5 & 6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, 3, 4, 5 & 6 even though Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).


The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Issue of Performance Rights to Mr Lawrence (Lawrie) Conway	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Colin (Cobb) Johnstone as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Increase in Maximum Aggregate Remuneration of Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to Issue Securities Under the Non-Executive Director Equity Plan (NED Equity Plan)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Issue of Performance Rights to Mr Jacob (Jake) Klein	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Tuesday, 26 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Evolution Mining Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* in business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**