

To: Company Announcements Office

From: The Company Secretary

Date: 24 June 2015

Subject: **Completion of Entitlement Offer and Change in Exercise Price of Options and Appendix 3B**

Reference is made to the accelerated renounceable entitlement offer of Evolution Mining Limited (ASX: EVN) ("**Company**") as announced by the Company on 25 May 2015 ("**Entitlement Offer**").

New Evolution shares totalling 83,208,827 have been allotted. The issued capital of Evolution following the allotment is 992,435,234 shares. An Appendix 3B for the allotment is attached.

In accordance with the Plan Rules of the Evolution Employees and Contractors Option Plan and listing rule 3.11.2, the Company advises that, as a consequence of the Entitlement Offer, the exercise price of certain options over unissued ordinary shares in the Company will change on 25 June 2015 as set out in the table below.

Options	Current exercise price	New exercise price
53,902	\$1.1472	\$1.398
582	\$1.782	\$1.708
200,042	\$1.802	\$1.728
46,786	\$1.822	\$1.748
1,405	\$1.860	\$1.786
58,766	\$1.879	\$1.805
42,097	\$1.936	\$1.862
32,117	\$2.072	\$1.998
32,238	\$2.412	\$2.338
20,523	\$2.072	\$1.998

Yours Sincerely

Evan Elstein



Company Secretary
Evolution Mining Limited

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Evolution Mining Limited ('Evolution')

ABN

ABN 74 084 669 036

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>275,672,660 fully paid ordinary shares ("New Shares") pursuant to the pro-rata accelerated renounceable entitlement offer (the "Entitlement Offer") described in the ASX Announcement and Investor Presentation lodged with the ASX on 25 May 2015 (the "Announcement Materials").</p> <p>192,463,833 New Shares were issued under the institutional component of the Entitlement Offer ("Institutional Entitlement Offer") and 83,208,827 New Shares were issued under the retail component of the Entitlement Offer ("Retail Entitlement Offer").</p> |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares. |

+ See chapter 19 for defined terms.

4	Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities? If the additional ⁺securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes.
5	Issue price or consideration	\$0.90 per New Share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	As described in the Announcement Materials – namely, to raise funds to, along with debt financing, fund the acquisition of the Cowal Gold Mine from Barrick Gold Corporation.
6a	Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i	N/A
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	N/A
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	N/A

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of +securities issued under an exception in rule 7.2	N/A	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	The issue date for the New Shares under the Institutional Entitlement Offer was 5 June 2015. The issue date for the New Shares under the Retail Entitlement Offer is 24 June 2015.	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		992,435,234 shares.	Fully paid ordinary Evolution shares.

+ See chapter 19 for defined terms.

- 9 Number and ⁺class of all ⁺securities not quoted on ASX (including the ⁺securities in section 2 if applicable)

Number	⁺ Class	
	Exercise Price	Expiry
519,000	\$1.690	30/06/2015
165,000	\$1.400	6/10/2015
53,902	\$1.472	25/11/2015
53,902	\$1.398	25/11/2015
582	\$1.782	25/11/2015
582	\$1.708	25/11/2015
200,042	\$1.802	25/11/2015
200,042	\$1.728	25/11/2015
46,786	\$1.822	25/11/2015
46,786	\$1.748	25/11/2015
1,405	\$1.860	25/11/2015
1,405	\$1.786	25/11/2015
58,766	\$1.879	25/11/2015
58,766	\$1.805	25/11/2015
42,097	\$1.936	25/11/2015
42,097	\$1.862	25/11/2015
32,117	\$2.072	25/11/2015
32,117	\$1.998	25/11/2015
675,000	\$2.130	25/11/2015
555,000	\$1.880	1/04/2016
382,695	\$2.412	18/11/2016
32,432	\$2.338	18/11/2016
242,168	\$2.072	18/11/2016
20,523	\$1.998	18/11/2016
582,141	\$1.472	25/11/2016
6,290	\$1.782	25/11/2016
1,560,450	\$1.802	25/11/2016
505,291	\$1.822	25/11/2016
600,000	\$1.840	25/11/2016
634,672	\$1.879	25/11/2016
15,172	\$1.860	25/11/2016
454,645	\$1.936	25/11/2016
346,865	\$2.072	25/11/2016
21,382,111	Performance Rights	

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Same as existing shares from the date of issue.

Part 2 - Pro rata issue

- 11 Is security holder approval required?

No.

- 12 Is the issue renounceable or non-renounceable?

Renounceable.

- 13 Ratio in which the ⁺securities will be offered

5 New Shares for every 13 Shares held as at the record date.

⁺ See chapter 19 for defined terms.

14	+Class of +securities to which the offer relates	Fully paid ordinary shares.
15	+Record date to determine entitlements	7.00pm (Sydney time) 29 May 2015.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of security holders' entitlements under the Entitlement Offer they will be rounded down to the next whole number of New Shares.
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Under the Retail Offer, all countries other than Australia and New Zealand. Under the Institutional Entitlement Offer, all countries other than Australia, New Zealand, the United States, Canada (Ontario, BC, Quebec), United Kingdom, France, Switzerland, Germany, Hong Kong, Singapore.
19	Closing date for receipt of acceptances or renunciations	Institutional Entitlement Offer closed 27 May 2015. Retail Entitlement Offer closed 15 June 2015.
20	Names of any underwriters	Credit Suisse (Australia) Pty Limited.
21	Amount of any underwriting fee or commission	Up to 3.0% of the proceeds of the Entitlement Offer
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No Prospectus was issued. The Retail Entitlement Offer documents were sent to eligible retail security holders on 3 June 2015.

+ See chapter 19 for defined terms.

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	See Retail Offer Booklet for description of Retail Shortfall Bookbuild for renounced entitlements.
33	⁺ Issue date	The issue date for the New Shares under the Institutional Entitlement Offer was 5 June 2015. The issue date for the New Shares under the Retail Entitlement Offer is 24 June 2015.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

⁺ See chapter 19 for defined terms.

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of +securities for which +quotation is sought N/A
- 39 +Class of +securities for which quotation is sought N/A
- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:
 - the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest paymentN/A
- 41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

N/A

+ See chapter 19 for defined terms.

42 Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in clause 38)	Number	⁺ Class
	N/A	N/A

⁺ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Company secretary

Date: 24 June 2015

Print name:

Evan Elstein

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+ See chapter 19 for defined terms.