



Evolution
MINING

10 November 2015

ABN 74 084 669 036

Sydney Office

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175 Liverpool Street
Sydney NSW 2022

www.evolutionmining.com.au

Dear Phoenix Shareholder,

**Phoenix Gold and Evolution Mining reach agreement on improved terms
for the takeover offer by Evolution Mining**

As you will have seen from public announcements, the Boards of Evolution Mining Limited ("**Evolution**") and Phoenix Gold Limited ("**Phoenix**") have recently reached agreement on improved terms for the off-market takeover offer for Phoenix by Evolution (the "**Revised Offer**") and **the Board of Phoenix now recommends that Phoenix shareholders ACCEPT the Revised Offer, in the absence of a superior proposal.**

The terms of the Revised Offer are as follows:

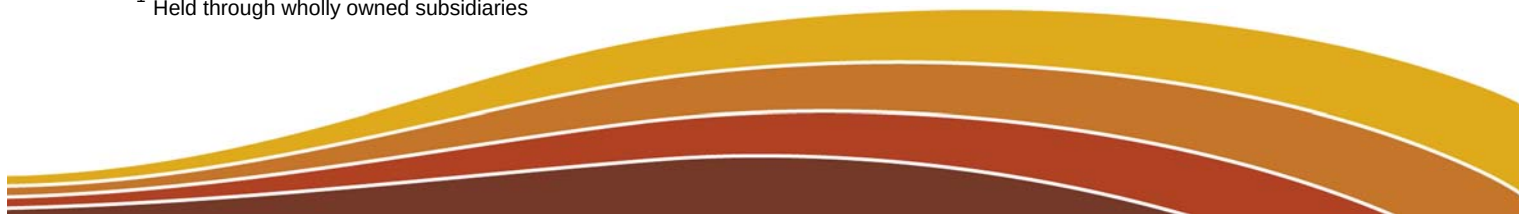
- Upon Evolution obtaining a relevant interest in 90% of Phoenix shares, or otherwise being entitled to pursue compulsory acquisition of all remaining Phoenix shares, Phoenix shareholders, including those that have already accepted the Evolution Offer at any time previously, will be entitled to receive an additional 0.75 cents for each Phoenix Share they hold (the "**Increased Consideration**")
- The offer period for the Revised Offer will be extended such that it **will now close at 7.00pm (Sydney time) on 15 December 2015**, unless further extended.

Should Phoenix shareholders become entitled to the Increased Consideration, the aggregate consideration under the Revised Offer would be A\$0.0675 cash and 0.06 Evolution shares for each Phoenix share. The Revised Offer is very attractively priced and represents a strong premium to the Phoenix 30 day volume weighted average share price of A\$0.086 as at 19 June 2015, being the last trading day prior to the announcement of the Zijin offer (which has now lapsed).

As at 6 November 2015, Evolution held a relevant interest of 42.9% in Phoenix, having received acceptances from both of Phoenix's major shareholders Zijin Mining Group Co.¹ and Geologic Resource Partners LLC. The Revised Offer is the only offer that is currently available to shareholders.

Each of the Phoenix Directors who holds or controls Phoenix shares has also undertaken to accept the Revised Offer in respect of their holdings in Phoenix, in the absence of a superior proposal.

¹ Held through wholly owned subsidiaries



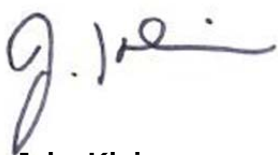
The offer is unconditional and Phoenix shareholders who accept the offer will be paid their offer consideration (i.e. cash and Evolution shares) within approximately 14 days after the acceptance is received.

All company announcements and information on the Revised Offer are available on the Phoenix website at www.phoenixgold.com.au and on the Evolution website at www.evolutionmining.com.au.

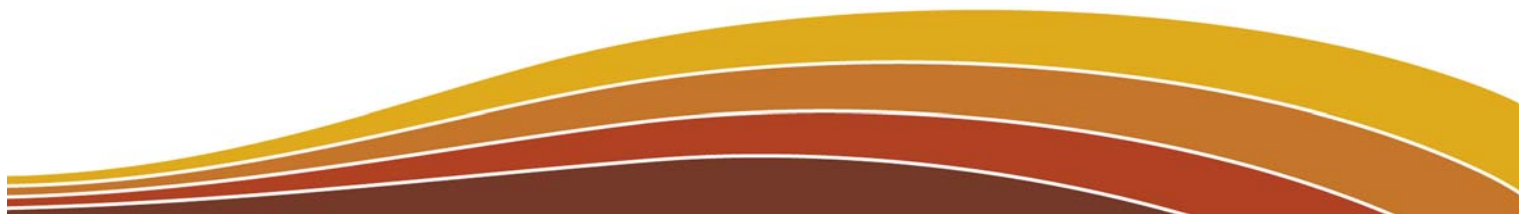
I believe that this transaction is a good outcome for both Phoenix and Evolution and I look forward to welcoming Phoenix shareholders to the Evolution share register.

I urge you to ACCEPT the offer as soon as possible and take the opportunity to be part of a rapidly growing, reliable, diversified gold miner, underpinned by a portfolio of stable Australian mines with strong future growth prospects.

Yours sincerely,

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

Jake Klein
Executive Chairman
Evolution Mining Limited



10 November 2015

Dear Fellow Shareholder,

Phoenix Gold and Evolution Mining Announce Recommended Transaction

As you may be aware, the Boards of Phoenix Gold Limited (ASX:PXG, “**Phoenix**”) and Evolution Mining Limited (ASX:EVN, “**Evolution**”) announced on 6 November 2015, that they had reached agreement on improved terms for the proposed off-market takeover offer for Phoenix by Evolution (the “**Revised Offer**”).

Following ongoing discussions between the directors of both companies, and acknowledging the likelihood that Evolution will imminently gain control of Phoenix, the Board of Phoenix resolved to unanimously recommend that shareholders **ACCEPT** the Revised Offer, in the absence of a superior proposal.

The terms of the Revised Offer are as follows:

- Upon Evolution obtaining a relevant interest in 90% of Phoenix shares, or otherwise being entitled to pursue compulsory acquisition of all remaining Phoenix shares, Phoenix shareholders, including those that have already accepted the Evolution Offer at any time previously, will be entitled to receive an additional 0.75 cents for each Phoenix Share they hold (the “**Increased Consideration**”).
- The offer period for the Revised Offer will be extended such that it will now close at 7.00pm (Sydney time) on 15 December 2015, unless further extended.

As at the date of the announcement of the Revised Offer, the Revised Offer had an implied value of A\$0.158 per Phoenix Share (“**Reference Price**”), based upon the 20 day volume weighted average price (“**VWAP**”) of Evolution’s shares on ASX¹. This Reference Price represents an attractive premium of:

- 60.8% to the Phoenix closing price of A\$0.098 on 19 June 2015, being the last trading price prior to the announcement of Zijin Mining Group Co., Ltd’s offer to acquire Phoenix (the “**Zijin Offer**”) (now lapsed);
- 57.6% to the Zijin Offer of A\$0.10 cash per Phoenix share; and
- 83.7% to the 30 day VWAP of Phoenix’s shares on ASX prior to the initial announcement of the Zijin Offer on 19 June 2015, being A\$0.086.

Further, the improvement in the Revised Offer over the original Evolution Offer for Phoenix is entirely in cash, which adds certainty of value for Phoenix shareholders.

In addition to the attractive premia outlined above, your Directors are of the view that acceptance of the Revised Offer is in the best interests of Phoenix shareholders, for the following key reasons:

- If the Revised Offer closes and Phoenix shares remain publicly quoted, the Phoenix share price and their trading liquidity is likely to decline.

¹ Assuming that the Increased Consideration becomes payable under the Revised Offer.

Phoenix Gold Ltd

ABN 55 140 269 316

PO Box 100

KALGOORLIE WA 6433

- Effectively, control of Phoenix has passed. As Evolution has voting power in Phoenix of 42.9% as at 6 November 2015, and there are no other substantial shareholders, it is highly unlikely that any resolutions could be passed at a meeting of shareholders without Evolution's support or that any resolutions proposed by Evolution could be defeated.
- By accepting the Revised Offer, Phoenix shareholders will become part of a larger, leading Australian gold company with multiple operating assets located throughout Australia and attractive growth prospects.
- The Revised Offer is unconditional and Phoenix shareholders who accept the offer will be paid their initial offer consideration within approximately 14 days after the acceptance is received.²

Each of the Phoenix Directors who holds or controls Phoenix shares has also undertaken to accept the Revised Offer in respect of those holdings in Phoenix by 13 November 2015, in the absence of a superior proposal.

In arriving at its unanimous recommendation to Phoenix shareholders to **ACCEPT** the Revised Offer, the Phoenix Board of Directors has considered all options available and believes it is in the best interests of Phoenix shareholders in the current circumstances.

As we have stated in the past, we have a great deal of respect for the team at Evolution and look forward to becoming shareholders in the company.

If you have already accepted the Evolution Offer, you do not need to take any further action and you will be entitled to benefit from the improved terms of the Revised Offer should Evolution obtain a relevant interest in 90% or more of the Phoenix shares.

All company announcements and information on the Revised Offer are available on the Phoenix website at www.phoenixgold.com.au and on the Evolution website at www.evolutionmining.com.au. Shareholders can also receive further information on the Zijin Offer by calling the Phoenix Shareholder Information Line below:

Within Australia: 1300 889 468

Outside Australia: +61 2 8022 7902

Yours sincerely,



Dale Rogers
Executive Chairman

² Shareholders will subsequently receive the Increased Consideration upon Evolution obtaining a relevant interest in 90% of Phoenix shares, or otherwise being entitled to pursue compulsory acquisition of all remaining Phoenix shares.

Evolution Mining Limited

ABN 74 084 669 036

First Supplementary Bidder's Statement

1 Introduction

This document is a supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**). It is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) issued by Evolution Mining Limited ABN 74 084 669 036 (**Evolution**) in relation to its off-market takeover bid for all the ordinary shares in Phoenix Gold Limited ABN 55 140 269 316 (**Phoenix**) it does not already own. This First Supplementary Bidder's Statement supplements, and should be read together with, Evolution's bidder's statement dated 11 September 2015 (**Original Bidder's Statement**).

2 Phoenix board recommendation and conditional increase in Offer Consideration

As announced on 6 November 2015, the Evolution Board and Phoenix Board have now reached agreement on improved terms for Evolution's Offer, being an increase in the Offer Consideration by 0.75 cents, conditional upon Evolution obtaining a Relevant Interest in 90% or more of Phoenix Shares (**Increased Consideration**).

Should Phoenix Shareholders be entitled to the Increased Consideration, they will receive 0.06 Evolution Shares and A\$0.0675 in cash per Phoenix Share.

Following agreement on the Increased Consideration, **the Phoenix Board unanimously recommends that Phoenix Shareholders ACCEPT the Offer in the absence of a superior proposal**. Each Phoenix Director has also confirmed that they will accept the Offer in respect of the Phoenix Shares they hold or control by Friday, 13 November 2015, in the absence of a superior proposal.

3 Evolution extends the Offer Period – notice of variation

As announced on 6 November 2015, Evolution has decided to vary its Offer by extending the period during which the Offer will remain open so that **the offer will now close at 7.00pm (Sydney time) on 15 December 2015** (unless further extended).

Accordingly and as required by the Corporations Act, the new date for the purposes of giving notice of status of defeating conditions will be 8 December 2015.

The Offer is now unconditional. As at the date of this notice:

- 1 so far as Evolution knows, the condition in section 13.8(b) (Evolution share price) of the Original Bidder's Statement has been fulfilled; and

- 2 the Offers have been freed of the remaining defeating conditions contained in section 13.8 of the Original Bidder's Statement.

4 Further information

Phoenix Shareholders who have any questions in relation to the takeover bid or who would like another acceptance form should call Evolution's Offer Information Line on 1300 553 490 (for callers within Australia) or +61 1300 553 490 (for callers outside Australia), Monday to Friday between 8.30am to 5.30pm (Sydney time).

Phoenix Shareholders who are in any doubt as to what action to take in relation to Evolution's offer should contact their financial, legal taxation or other professional adviser immediately.

5 Other notices

Unless the context otherwise requires, terms defined in the Original Bidder's Statement have the same meaning as in this First Supplementary Bidder's Statement.

A copy of this First Supplementary Bidder's Statement has been lodged with ASIC. Neither ASIC nor any of its officers take any responsibility for its contents.

Signed for and on behalf of Evolution following a unanimous resolution of the directors of Evolution.

date 10 November 2015

Signed for and on behalf of
Evolution Mining Limited
by

sign here ► 
Company Secretary

print name ► Evan Elstein



Evolution Mining Limited
ACN 084 669 036



Need help?

Contact Evolution Mining Limited
Offer Information Line
Phone 1300 553 490 (from within Australia)
Phone +61 1300 553 490 (from outside Australia)

A Your name and address

SAMPLE NAME 1
SAMPLE NAME 2
<SAMPLE A/C>
SAMPLE ADDRESS 1
SAMPLE ADDRESS 2

Your holding

Securityholder Reference Number: 112345678910

Phoenix Gold Limited Shares held
as at 7:00pm (Sydney time)
on the Register Date: 99,999,999

If your holding has changed between 7:00pm (Sydney time) on the Register Date and the time of acceptance, then write your current holding here. Your acceptance will be granted over your updated holding.

Transfer and Acceptance Form – Issuer Sponsored Subregister

This is a personalised form for the sole use of the holder and holding recorded above.

This is an important document and requires your immediate attention. If you are in doubt as to how to complete this form, please consult your financial or other professional adviser immediately.

Use this form to accept Evolution's Offer for your Phoenix Shares.

Please refer to the Bidder's Statement issued by Evolution dated 11 September 2015 and any supplements or variations. Unless the context otherwise requires, words or phrases defined in the Bidder's Statement have the same meaning when used in this Acceptance Form.

B Offer Consideration

The consideration applicable under the terms of the Offer is 0.06 Evolution Shares and A\$0.06 cash for each Phoenix Share in respect of which you accept the Offer (subject to the terms of the Offer). As announced on 6 November 2015, if Evolution obtains a Relevant Interest in 90% or more of the Phoenix Shares, you will receive an additional A\$0.0075 cash for each Phoenix Share held in respect of which you have accepted the Offer.

C You must give your instructions to accept the Offer

If you correctly complete, sign and return this form to the address, and in accordance with the instructions, shown overleaf, you will be deemed to have accepted the Offer in respect of **ALL** of your Phoenix Shares. Your acceptance must be received by Link before the end of the Offer Period which is 7:00pm (Sydney time) on 15 December 2015 (unless the Offer Period is further extended).

D Contact details

Please provide your contact name and telephone number in case we need to speak to you about this Acceptance Form.

Telephone Number where you can be contacted during business hours

Contact Name (PRINT)

E You must sign this Acceptance Form for your instructions to be executed

I/We, the person(s) named above, accept the Offer from Evolution in respect of all my/our Phoenix Shares and hereby agree to transfer to Evolution all my/our Phoenix Shares for the consideration specified in the Offer, and on the terms and conditions of the Offer as set out in the Bidder's Statement (and the instructions as to acceptance of the Offer on the back of this Acceptance Form).

Shareholder 1 (Individual)

Sole Director & Sole Company Secretary

Shareholder 2 (Individual)

Secretary/Director (delete one)

Shareholder 3 (Individual)

Director

Please refer overleaf for further important instructions

REGISTRY USE ONLY



SRN



Holding

PXGZ TKO001



Your Phoenix Shares are held in an Issuer Sponsored Holding. To accept the Offer, you must complete, sign and return this Acceptance Form in accordance with the instructions below.

Completion instructions

A Your name and address

- **Please note** that your Phoenix Shares are currently registered in the name(s) printed on this Acceptance Form.
- **Please check the front page** to ensure that your name and address are correct. If incorrect, please write your correct details and initial the amendments. Amendments to your name can only be processed by your Phoenix Gold Limited Registry.
- **Please note** your consideration will be issued in the names as they appear on the Phoenix Gold Limited register.
- **If you have already sold your Phoenix Shares** shown overleaf, you need not take any further action. For security reasons, we suggest that you destroy this Acceptance Form.

D Contact details

- **Please provide** your contact name and telephone number in case we need to speak to you about this form.

E Signing this Acceptance Form

- **Please sign this Acceptance Form** in the places for signature(s) set out on the front page and in accordance with the following instructions:
 - **Joint Shareholders:** If your Phoenix Shares are held in the names of more than one person, all of those persons must sign this Acceptance Form.
 - **Corporations:** This Acceptance Form must be signed by either two directors or a director and a company secretary. Alternatively, where the company has a sole director and, pursuant to the Corporations Act, there is no company secretary, or where the sole director is also the sole company secretary, that director may sign alone. Please sign in the appropriate place to indicate the office held.
 - **Powers of attorney:** If this Acceptance Form is signed under a power of attorney, please attach a certified copy of the power of attorney to this Acceptance Form when you return it. If this Acceptance Form is signed under Power of Attorney, the attorney declares that he/she has no notice of revocation of the Power of Attorney.
 - **Deceased Estates:** All the executors and administrators must sign this Acceptance Form. When you return this Acceptance Form, please attach it to a certified copy of probate, letters of administration or certificate of grant accompanied (where required by law for the purpose of transfer) by a certificate of payment of death or succession duties and (if necessary) a statement in terms of Section 1071B(9)(b)(iii) of the Corporations Act.

Personal Information Collection Notification Statement: Personal information about you is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. For details about Link Group's personal information handling practices including collection, use and disclosure, how you may access and correct your personal information and raise privacy concerns, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.

Lodgement instructions

- Mail or deliver completed Acceptance Form(s) and any other documents required by the above instructions to:

Mailing Address

Link Market Services Limited
Phoenix Gold Limited Takeover
Locked Bag A14
SYDNEY SOUTH NSW 1235

or

Hand Delivery

Link Market Services Limited
Phoenix Gold Limited Takeover
1A Homebush Bay Drive
RHODES NSW 2138

- A reply paid envelope is enclosed for use within Australia.
- Neither Link nor Evolution accepts any responsibility if you lodge this Acceptance Form at any other address or by any other means.

This Acceptance Form must be received by Link before the end of the Offer Period, which is 7:00pm (Sydney time) on 15 December 2015 (unless the Offer Period is further extended).

If you have any questions about the terms of the Offer or how to accept, please call the Evolution Mining Limited Offer Information Line (Monday to Friday, between 8:30am to 5:30pm (Sydney time)) on the following numbers:
within Australia: 1300 553 490
outside Australia: +61 1300 553 490



Evolution Mining Limited
ACN 084 669 036



Need help?

Contact Evolution Mining Limited
Offer Information Line
Phone 1300 553 490 (from within Australia)
Phone +61 1300 553 490 (from outside Australia)

A Your name and address

SAMPLE NAME 1
SAMPLE NAME 2
<SAMPLE A/C>
SAMPLE ADDRESS 1
SAMPLE ADDRESS 2

Controlling Participant's Name *Broker's Name printed here*

Your holding

Holder Identification Number: X12345678910

Phoenix Gold Limited Shares held
as at 7:00pm (Sydney time)
on the Register Date: 99,999,999

If your holding has changed between 7:00pm (Sydney time) on the Register Date and the time of acceptance, then write your current holding here.

Transfer and Acceptance Form – CHES Subregister

This is a personalised form for the sole use of the holder and holding recorded above.

This is an important document and requires your immediate attention. If you are in doubt as to how to complete this form, please consult your financial or other professional adviser immediately.

Use this form to accept Evolution's Offer for your Phoenix Shares.

Please refer to the Bidder's Statement issued by Evolution dated 11 September 2015 and any supplements or variations. Unless the context otherwise requires, words or phrases defined in the Bidder's Statement have the same meaning when used in this Acceptance Form.

B Offer Consideration

The consideration applicable under the terms of the Offer is 0.06 Evolution Shares and A\$0.06 cash for each Phoenix Share in respect of which you accept the Offer (subject to the terms of the Offer). As announced on 6 November 2015, if Evolution obtains a Relevant Interest in 90% or more of the Phoenix Shares, you will receive an additional A\$0.0075 cash for each Phoenix Share held in respect of which you have accepted the Offer.

C You must give your instructions to accept the Offer

If you correctly complete, sign and return this form in accordance with the instructions shown overleaf, you will be deemed to have accepted the Offer in respect of **ALL** of your Phoenix Shares. Your acceptance must be received by Link before the end of the Offer Period which is 7:00pm (Sydney time) on 15 December 2015 (unless the Offer Period is further extended).

To accept the Offer you may either:

- directly instruct your Controlling Participant (normally your broker) to accept the Offer on your behalf; or
- complete, sign and return this Acceptance Form to the address, and in accordance with the instructions, shown overleaf so Evolution has authority to contact your Controlling Participant on your behalf and relay your instructions. By signing and returning this form, you will be deemed to have authorised Evolution to contact your Controlling Participant directly via the CHES system.

If your Controlling Participant acts on your instruction, ASX Settlement will send you a confirmation notice.

D Contact details

Please provide your contact name and telephone number in case we need to speak to you about this Acceptance Form.

Telephone Number where you can be contacted during business hours

Contact Name (PRINT)

E You must sign this Acceptance Form for your instructions to be executed

I/We, the person(s) named above, accept the Offer from Evolution in respect of all my/our Phoenix Shares and hereby agree to transfer to Evolution all my/our Phoenix Shares for the consideration specified in the Offer, and on the terms and conditions of the Offer as set out in the Bidder's Statement (and the instructions as to acceptance of the Offer on the back of this Acceptance Form).

Shareholder 1 (Individual)

Sole Director & Sole Company Secretary

Shareholder 2 (Individual)

Secretary/Director (delete one)

Shareholder 3 (Individual)

Director

Please refer overleaf for further important instructions

REGISTRY USE ONLY



HIN



Broker PID



Holding

PXGZ TKO002



As your Phoenix Shares are held in a CHESS Holding, you do not need to complete and return this Acceptance Form to Link Market Services Limited (**Link**) to accept the Offer. You can instead contact your Controlling Participant (normally your broker) and instruct them to accept the Offer on your behalf in sufficient time before the end of the Offer Period to enable your Controlling Participant to give effect to your acceptance of the Offer on CHESS during business hours. If you decide to use this Acceptance Form to authorise us to contact your Controlling Participant on your behalf via the CHESS system, follow the instructions below. You should allow Link sufficient time for the delivery of the Acceptance Form to your Controlling Participant on your behalf in the CHESS system. Neither Evolution, nor Link will be responsible for any delays incurred by this process.

Completion instructions

A Your name and address

- **Please note** that your Phoenix Shares are currently registered in the name(s) printed on this Acceptance Form.
- **Please check the front page** to ensure that your name and address are correct. If incorrect, please write your correct details and initial the amendments. Amendments to your name or address can only be processed by your Controlling Participant.
- **Please note** your consideration will be issued in the names as they appear on the Phoenix Gold Limited register.
- **If you have already sold your Phoenix Shares** shown overleaf, you need not take any further action. For security reasons, we suggest that you destroy this Acceptance Form.

D Contact details

- **Please provide** your contact name and telephone number in case we need to speak to you about this form.

E Signing this Acceptance Form

- **Please sign this Acceptance Form** in the places for signature(s) set out on the front page and in accordance with the following instructions:
 - **Joint Shareholders:** If your Phoenix Shares are held in the names of more than one person, all of those persons must sign this Acceptance Form.
 - **Corporations:** This Acceptance Form must be signed by either two directors or a director and a company secretary. Alternatively, where the company has a sole director and, pursuant to the Corporations Act, there is no company secretary, or where the sole director is also the sole company secretary, that director may sign alone. Please sign in the appropriate place to indicate the office held.
 - **Powers of attorney:** If this Acceptance Form is signed under a power of attorney, please attach a certified copy of the power of attorney to this Acceptance Form when you return it. If this Acceptance Form is signed under Power of Attorney, the attorney declares that he/she has no notice of revocation of the Power of Attorney.
 - **Deceased Estates:** All the executors and administrators must sign this Acceptance Form. When you return this Acceptance Form, please attach it to a certified copy of probate, letters of administration or certificate of grant accompanied (where required by law for the purpose of transfer) by a certificate of payment of death or succession duties and (if necessary) a statement in terms of Section 1071B(9)(b)(iii) of the Corporations Act.

Personal Information Collection Notification Statement: Personal information about you is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. For details about Link Group's personal information handling practices including collection, use and disclosure, how you may access and correct your personal information and raise privacy concerns, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.

Lodgement instructions

- Mail or deliver completed Acceptance Form(s) and any other documents required by the above instructions to:

Mailing Address

Link Market Services Limited
Phoenix Gold Limited Takeover
Locked Bag A14
SYDNEY SOUTH NSW 1235

or

Hand Delivery

Link Market Services Limited
Phoenix Gold Limited Takeover
1A Homebush Bay Drive
RHODES NSW 2138

- A reply paid envelope is enclosed for use within Australia.
- Neither Link nor Evolution accepts any responsibility if you lodge this Acceptance Form at any other address or by any other means.

This Acceptance Form must be received by Link before the end of the Offer Period, which is 7:00pm (Sydney time) on 15 December 2015 (unless the Offer Period is further extended).

If you have any questions about the terms of the Offer or how to accept, please call the Evolution Mining Limited Offer Information Line (Monday to Friday, between 8:30am to 5:30pm (Sydney time)) on the following numbers:
within Australia: 1300 553 490
outside Australia: +61 1300 553 490