

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme PHOENIX GOLD LIMITED (PXG)

ACN/ARSN ACN 140 269 316

1. Details of substantial holder (1)

This notice is given by:

Name

- * Norton Gold Fields Limited (NGF) ACN 112 287 797
- * Zijin Mining Group Co., Ltd (Zijin) (a company incorporated in the People's Republic of China) (which has a relevant interest in all of the shares in Norton Gold Fields Limited) due to the operation of sections 608(3)(b) of the Corporations Act; and
- * Jinyu (H.K) International Mining Company Limited (Jinyu) (a wholly owned Zijin subsidiary) (which holds all of the shares in Norton Gold Fields Limited) due to the operation of section 608(3)(a) of the Corporations Act.

ACN/ARSN (if applicable)

The holder ceased to be a
substantial holder on

30/10/2015

The previous notice was given to the company on

25/08/2015

The previous notice was dated

25/08/2015

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
30/10/2015	NGF, Zijin and Jinyu	Change in relevant interest as a result of the acceptance of the offer dated 25 September 2015 made under Evolution Mining Limited's (Evolution) off-market bid for all the ordinary shares in Phoenix it does not already own on the terms and conditions set out in Evolution's bidder's statement dated 11 September 2015 (Offer)	A\$0.06 cash and 0.06 Evolution shares for each fully paid ordinary Phoenix share, subject to the terms and conditions of the Offer.	39,870,375 Fully paid ordinary shares	8.48%

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

4. Addresses

The addresses of persons named in this form are as follows:

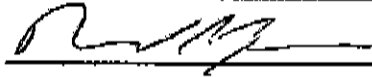
Name	Address
Zijin and Jinyu	c/ - 19/F, Halfu Centre, Sishao Dao, Huli District, Xiamen 361016, Fujian, China
NGF	Level 1, Viskovich House, 377 Hannan Street, Kalgoorlie WA 6430

Signature

print name RICHARD JONES

capacity Company Secretary

sign here



date 3/11/2015

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 606 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.