

ASX Announcements

Dated: 11 December 2015



Phoenix Gold
Limited

EVOLUTION APPROACHES COMPULSORY ACQUISITION OF PHOENIX

PHOENIX DIRECTORS URGE SHAREHOLDERS TO ACCEPT EVOLUTION'S OFFER WITHOUT DELAY

ASX: PXG

Phoenix Gold Limited (ASX: PXG, "Phoenix" or the "Company") notes the announcement today by Evolution Mining Limited ("Evolution") that it currently has an 83.79% relevant interest in Phoenix. The Evolution takeover offer ("Offer") is currently scheduled to close at 7.00pm AEDT on 15 December 2015.

The Board of Phoenix continues to recommend that Phoenix shareholders **ACCEPT** the Evolution Offer as soon as practicable, for the following important reasons:

- Evolution has declared its Offer **FINAL**, meaning that the Offer price cannot be increased any further.
- Evolution currently has a controlling 83.79% interest in Phoenix. Should Evolution reach an interest of 90% in Phoenix, Evolution has stated it will proceed with compulsory acquisition of all outstanding Phoenix shares in accordance with the Corporations Act 2001 (Cth). **If you have not accepted the Offer in advance of this occurring, your shares will be compulsorily acquired and you will face an extended timeframe for receipt of your consideration.**
- In the event that Evolution reaches an interest of 90% in Phoenix, Phoenix shareholders, including those that have accepted the Offer at any time previously, will be entitled to receive 0.75 cents for each Phoenix share they hold (the "Increased Consideration") in addition to the original offer consideration of \$0.06 cash and 0.06 Evolution shares for each of their Phoenix shares.
- Each of the Phoenix Directors who held or controlled Phoenix shares has now accepted the Offer.

For the reasons noted above, your Directors believe that it is in the best interests of Phoenix shareholders to **ACCEPT** the Offer without delay.

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

All company announcements and information on the 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 Offer by calling the Phoenix Shareholder Information Line below:

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