



Evolution
MINING

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To: Company Announcements Office

From: The Company Secretary

Date: 4 September 2014

Subject: Appendix 3B for Immediate Release to the Market

Attached for release to the market is the Appendix 3B relating to the issue of Performance Rights to employees of Evolution Mining Limited (**Evolution or Company**) under the Evolution Employee Share Option and Performance Rights Plan. In terms of Listing Rule 3.10.3, the following additional information is disclosed in relation to the issue of Performance Rights that are subject to shareholder approval:

Class of securities to be issued	Performance Rights (under the Evolution Employee Share Option and Performance Rights Plan).
Number of securities to be issued if known or maximum number which may be issued	Up to 2,766,312 Performance Rights.
Principal terms of the securities to be issued	<p>The Performance Rights are issued under the Evolution Employee Share Option and Performance Rights Plan approved by shareholders at the Annual General Meeting in November 2010.</p> <p>Each Performance Right will convert to one fully paid ordinary share, subject to satisfaction of certain Vesting Conditions.</p> <p>These Performance Rights will be performance tested as at 30 June 2017 (the Relevant Date).</p> <p>The number of Performance Rights which vest on the Relevant Date will depend on the extent to which the Vesting Conditions have been satisfied at the Relevant Date.</p> <p>The Vesting Conditions will be based on:</p> <ul style="list-style-type: none">• Evolution's relative total shareholder return (TSR) measured against the TSR for a peer group of 20 comparator gold mining companies (Peer Group Companies);• Evolution's absolute total shareholder return (TSR) measured as the cumulative annual TSR over the three year period ending 30 June 2017,• Evolution's growth in Earnings Per Share (EPS), measured as the cumulative annual growth rate in EPS, excluding non-recurring items, over the three year period ending 30 June 2017, and• Evolution's growth in Ore Reserves Per Share, measured by comparing the baseline measure of the Ore Reserves as at 31 December 2013, to the Ore Reserves as at 31 December 2016 on a per share basis, with testing to be performed at 30 June 2017. <p>All Performance Rights have a zero exercise price.</p> <p>Performance Rights which do not vest will lapse immediately.</p>

Issue price or consideration	Nil
Purpose of the issue	The Performance Rights are issued under the Evolution Mining Limited Employee Share Option and Performance Rights Plan.
Whether entity will seek security holder approval in relation to the proposed issue of securities	Yes, shareholder approval will be sought the next Annual General Meeting to be held on 26 November 2014.
Whether the issue will be to a new class of security holders	No

Further information in relation to the Performance Rights is provided as follows:

The Company advises that 1,493,250 Performance Rights have been cancelled following employee departures, 724,811 Performance Rights have vested as a result of having satisfied the Vesting Conditions set, while 522,768 Performance Rights have lapsed as a result of the Vesting Conditions set not being achieved.

The Company confirms that 10,371,370 Performance Rights have been issued under the Evolution Employee Share Option and Performance Rights Plan, of which 2,766,312 Performance Rights are subject to shareholder approval. There are a total of 22,706,475 Performance Rights currently in issue with various performance testing dates and vesting conditions. A summary of the Performance Rights in issue is provided in the table below:

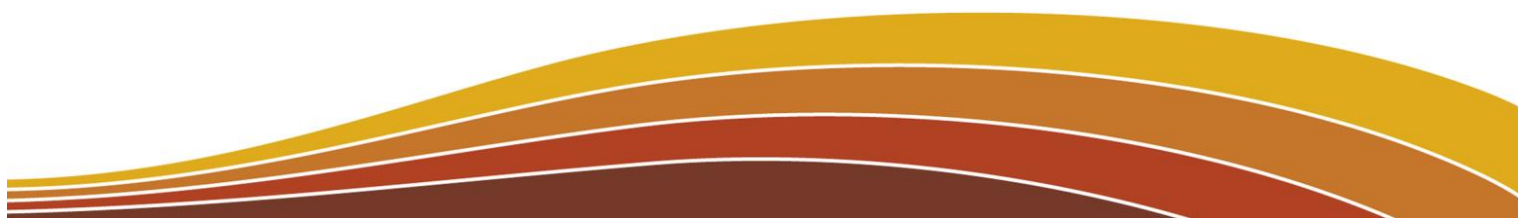
	Details	Number of Performance Rights	Running Balance
	Opening Balance	15,075,934	15,075,934
Cancelled	Employee departures	1,493,250	13,582,684
Vested	Performance Measures achieved	724,811	12,857,873
Lapsed	Performance Measures not achieved	522,768	12,335,105
Granted	Shareholder approval not required	7,605,058	19,940,163
	Subject to Shareholder approved	2,766,312	22,706,475

Yours sincerely



Evan Elstein

Company Secretary



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

Name of entity

EVOLUTION MINING LIMITED (Evolution or Company)

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 | <div>1. Fully Paid Ordinary Shares.</div> <div>2. Performance Rights (under the Evolution Employee Share Option and Performance Rights Plan).</div> |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <div>1. 724,811</div> <div>2. 10,371,370</div> |

+ See chapter 19 for defined terms.

<p>3 Principal terms of the +securities (eg, 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)</p>	<ol style="list-style-type: none"> 1. The Fully Paid Ordinary Shares have been issued pursuant to the vesting of Performance Rights issued in the 2012 Financial Year. 2. The Performance Rights are issued under the Evolution Employee Share Option and Performance Rights Plan approved by shareholders at the Annual General Meeting in November 2010. <p>Each Performance Right will convert to one fully paid ordinary share, subject to satisfaction of certain Vesting Conditions.</p> <p>The Performance Rights will be performance tested as at 30 June 2017 (the Relevant Date).</p> <p>The number of Performance Rights which vest on the Relevant Date will depend on the extent to which the Vesting Conditions have been satisfied at the Relevant Date.</p> <p>The Vesting Conditions will be based on:</p> <ul style="list-style-type: none"> • Evolution's relative total shareholder return (TSR) measured against the TSR for a peer group of 20 comparator gold mining companies (Peer Group Companies); • Evolution's absolute total shareholder return (TSR) measured as the cumulative annual TSR over the three year period ending 30 June 2017; • Evolution's growth in Earnings Per Share (EPS), measured as the cumulative annual growth rate in EPS, excluding non-recurring items, over the three year period ending 30 June 2017; and • Evolution's growth in Ore Reserves Per Share, measured by comparing the baseline measure of the Ore Reserves as at 31 December 2013, to the Ore Reserves as at 31 December 2016 on a per share basis, with testing to be performed at 30 June 2017. <p>All Performance Rights have a zero exercise price.</p> <p>Performance Rights which do not vest will lapse immediately.</p>
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4	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> 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 	<p>1. Yes</p> <p>2. No. Performance Rights do not rank equally with existing fully paid ordinary securities from the date of issue and do not participate in any dividend, distribution or interest payment.</p> <p>Any fully paid ordinary shares allotted on the conversion of Performance Rights will rank equally in all respects with existing issued ordinary fully paid shares.</p>
5	Issue price or consideration	<p>1. Nil</p> <p>2. Nil</p>
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>1. The Fully Paid Ordinary Shares have been issued under the terms of the Evolution Employee Share Option and Performance Rights Plan as a result of the Vesting Conditions having been satisfied.</p> <p>2. The Performance Rights are issued under the Evolution Employee Share Option and Performance Rights Plan.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
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

+ See chapter 19 for defined terms.

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	Dates of entering +securities into uncertificated holdings or despatch of certificates	3 September 2014	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		713,218,647	Fully Paid Ordinary Shares

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in section 2 if applicable)	Number	⁺ Class	
			Exercise Price	Expiry
		1,215,000	\$1.270	1/06/2015
		519,000	\$1.690	30/06/2015
		165,000	\$1.400	6/10/2015
		107,804	\$1.472	25/11/2015
		1,165	\$1.782	25/11/2015
		400,084	\$1.802	25/11/2015
		93,572	\$1.822	25/11/2015
		2,810	\$1.860	25/11/2015
		117,532	\$1.879	25/11/2015
		84,194	\$1.936	25/11/2015
		64,234	\$2.072	25/11/2015
		675,000	\$2.130	25/11/2015
		555,000	\$1.880	1/04/2016
		415,127	\$2.412	14/10/2016
		262,690	\$2.072	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
		22,706,475	Performance Rights	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change - All Shares participate equally		

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the ⁺ securities will be offered	
14	⁺ Class of ⁺ securities to which the offer relates	
15	⁺ Record date to determine entitlements	

+ See chapter 19 for defined terms.

- | | | |
|----|---|--|
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 | Policy for deciding entitlements in relation to fractions | |
| 18 | <p>Names of countries in which the entity has ⁺security holders who will not be sent new issue documents</p> <p><small>Note: Security holders must be told how their entitlements are to be dealt with.</small></p> <p><small>Cross reference: rule 7.7.</small></p> | |
| 19 | Closing date for receipt of acceptances or renunciations | |
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 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 | |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | |
| 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 | |

28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	
33	+Despatch date	

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 (in respect of the Fully Paid Ordinary Shares)
- (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

- 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

+ See chapter 19 for defined terms.

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 date of allotment 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

N/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

42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class
N/A	N/A

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 not available now, 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: 4 September 2014

Print name: Evan Elstein

+ See chapter 19 for defined terms.