17 November 2011

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Issue of options

Evolution Mining Limited today issued 11,324,738 unquoted options as consideration for the cancellation of the outstanding options in its now wholly owned subsidiary, Conquest Mining Limited.

Attached is an Appendix 3B with further details of the options.

Yours faithfully

Evan Elstein
Company Secretary
Evolution Mining Limited

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Evolution Mining Limited (**Evolution**)

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	Unquoted options
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	A total of 11,324,738 unquoted options with various exercise prices and expiry dates (see item 3), including 8,697,436 under Evolution's Employee Share Option and Performance Rights Plan and 488,651 under Evolution's Employees and Contractors Option Plan

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)

Number	Exercise price	Expiry
505,291	$1.86	25/11/2016
6,290	$1.82	25/11/2016
15,172	$1.90	25/11/2016
454,645	$1.97	25/11/2016
634,672	$1.92	25/11/2016
346,865	$2.11	25/11/2016
1,560,450	$1.84	25/11/2016
582,141	$1.51	25/11/2016
221,645	$2.11	18/11/2016
350,264	$2.45	18/11/2016
600,000	$3.10	26/02/2013
93,572	$1.86	25/11/2015
1,164	$1.82	25/11/2015
2,810	$1.90	25/11/2015
84,194	$1.97	25/11/2015
117,532	$1.92	25/11/2015
64,234	$2.11	25/11/2015
400,084	$1.84	25/11/2015
107,804	$1.51	25/11/2015
41,046	$2.11	18/11/2016
64,864	$2.45	18/11/2016
1,215,000	$1.27	1/06/2015
600,000	$1.84	25/11/2016
315,000	$1.40	6/10/2015
735,000	$2.13	25/11/2015
555,000	$1.88	1/04/2016
1,650,000	$2.00	19/10/2012

4 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

No – but shares issued on exercise of the options will rank equally with ordinary fully paid shares on issue at the date of exercise

5 Issue price or consideration

Nil

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issued as consideration for the cancellation of the outstanding options in Conquest Mining Limited following the merger of Evolution (then named Catalpa Resources Limited) and Conquest Mining Limited by a scheme of arrangement implemented on 2 November 2011
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	Options granted on 17 November 2011

8 Number and +class of all +securities quoted on ASX (*including* the securities in clause 2 if applicable)

Number	+Class
595,851,060 (Expected to be approximately 701,001,247 following completion of the current entitlement offer announced by Evolution on 9 November 2011)	Ordinary fully paid shares

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

Number	+Class	
	Exercise price	**Expiry**
329,548	$0.867	23/12/2013
329,548	$1.087	23/12/2013
329,547	$1.307	23/12/2013
272,726	$1.527	23/12/2013
56,819	$0.647	23/12/2013
113,637	$0.647	11/03/2014
113,637	$0.867	11/03/2014
113,637	$1.087	11/03/2014
113,637	$1.307	11/03/2014
6,060,606	$0.83	11/03/2014
679,000	$1.69	30/06/2015
505,291	$1.86	25/11/2016
6,290	$1.82	25/11/2016
15,172	$1.90	25/11/2016
454,645	$1.97	25/11/2016
634,672	$1.92	25/11/2016
346,865	$2.11	25/11/2016
1,560,450	$1.84	25/11/2016
582,141	$1.51	25/11/2016
221,645	$2.11	18/11/2016
350,264	$2.45	18/11/2016
600,000	$3.10	26/02/2013
93,572	$1.86	25/11/2015
1,164	$1.82	25/11/2015

2,810	$1.90	25/11/2015
84,194	$1.97	25/11/2015
117,532	$1.92	25/11/2015
64,234	$2.11	25/11/2015
400,084	$1.84	25/11/2015
107,804	$1.51	25/11/2015
41,046	$2.11	18/11/2016
64,864	$2.45	18/11/2016
1,215,000	$1.27	1/06/2015
600,000	$1.84	25/11/2016
315,000	$1.40	6/10/2015
735,000	$2.13	25/11/2015
555,000	$1.88	1/04/2016
1,650,000	$2.00	19/10/2012

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

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	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
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 *in full* through a broker?	
31	How do +security holders sell *part* 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

(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
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

+ See chapter 19 for defined terms.

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	
39	Class of +securities for which quotation is sought	
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	
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)	

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

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: 17 November 2011

Print name: Evan Elstein

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+ See chapter 19 for defined terms.