

To: Company Announcements Office; and

Phoenix Gold Limited

From: The Company Secretary

Date: 16 December 2015

Subject: Second Supplementary Bidder's Statement

Pursuant to section 647(3)(b) of the *Corporations Act 2001* (Cth), enclosed is a copy of Evolution Mining Limited's second supplementary bidder's statement dated 16 December 2015 in relation to its off market takeover bid for all the ordinary shares in Phoenix Gold Limited it does not already own.

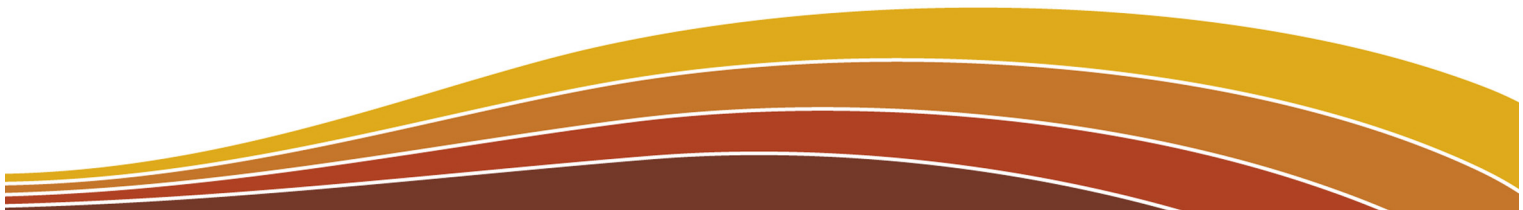
Yours Sincerely



Evan Elstein

Company Secretary

Evolution Mining Limited



Evolution Mining Limited

ABN 74 084 669 036

Second 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 second supplementary bidder's statement (**Second 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 Second Supplementary Bidder's Statement supplements, and should be read together with, Evolution's bidder's statement dated 11 September 2015 (**Original Bidder's Statement**) and Evolution's first supplementary bidder's statement dated 10 November 2015 (**First Supplementary Bidder's Statement**).

2 Evolution's Relevant Interest in Phoenix has reached 90%

As at 15 December 2015, Evolution's Relevant Interest in the Phoenix Shares on issue was 90.03%.

3 Conditional increase in Offer Consideration effective – notice of variation

As announced on 6 November 2015, given Evolution now has a Relevant Interest in more than 90% of the Phoenix Shares, Evolution gives notice that its takeover offers for all the Phoenix Shares it does not already own contained in its Original Bidder's Statement (and any supplements or variations) are varied by increasing the Offer Consideration from 0.06 Evolution Shares and A\$0.06 cash for every Phoenix Share to 0.06 Evolution Shares and A\$0.0675 cash for every Phoenix Share (**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 now accepted the Offer in respect of the Phoenix Shares they held or controlled.

It is anticipated that Phoenix Shareholders who have already accepted the Offer, or who accept the Offer before 5:00pm (Sydney time) on 18 December 2015, will shortly receive the Increased Consideration. Phoenix Shareholders who have not yet accepted the Offer will be paid the Increased Consideration within approximately 14 days after their acceptance is received, if their acceptance is received before the end of the Offer Period.

4 Offer period automatically extended – notice of extension

For the purposes of section 624(2) of the Corporations Act, Evolution gives notice that, as a result of the Offers under the bid being varied to improve the consideration offered as detailed in section 3 above and the operation of section 624(2) of the Corporations Act, the Offer Period has been automatically extended so that it is now scheduled to close 14 days after the date of this Second Supplementary Bidder's Statement.

Accordingly, the Offer Period is now scheduled to close at 7.00pm (Sydney time) on 30 December 2015 (unless further extended).

5 Compulsory acquisition

Evolution is now entitled to proceed to compulsory acquisition as Evolution now has a Relevant Interest in more than 90% of all Phoenix Shares and has acquired more than 75% of all Phoenix Shares that it did not hold or control prior to the start of the Offer Period.

In accordance with the Original Bidder's Statement and the Corporations Act, Evolution proposes to proceed to compulsorily acquire any Phoenix Shares which have not been accepted into the Offer. Evolution also proposes to procure that Phoenix be removed from the official list of the ASX.

Phoenix Shareholders who have not accepted the Offer may still do so by ensuring their valid acceptance is received by **7.00pm (Sydney time) on 30 December 2015** (being the closing date for the Offer, unless further extended). Phoenix Shareholders who accept the Offer by this date will receive the consideration for their Phoenix Shares earlier, instead of having to wait for their Phoenix Shares to be compulsorily acquired.

Phoenix Shareholders who do not accept the Offer before the end of the Offer Period will have their Phoenix Shares compulsorily acquired by Evolution and will not receive payment until at least one month after receiving a compulsory acquisition notice from Evolution (Evolution may issue this notice any time up until one month after the end of the Offer Period) in accordance with the statutory procedure in the Corporations Act.

Evolution therefore encourages all Phoenix Shareholders who have not yet validly accepted the Offer to do so as soon as possible in accordance with the instructions on their Acceptance Form and, in any case, before the end of the Offer Period.

6 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.

7 Other notices

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

A copy of this Second 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 16 December 2015

Signed for and on behalf of
Evolution Mining Limited
by

sign here ► 

Company Secretary

print name ► Evan Elstein