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175 Liverpool Street

Sydney, NSW 2000

www.evolutionmining.com.au

To: Australian Securities Exchange - Company Announcements Office

From: Evan Elstein

Date: 24 October 2013

Subject: Evolution Mining Limited (ASX: EVN) – 2013 Notice of Annual General Meeting and Proxy Form

In accordance with the Listing Rules, a copy of the 2013 Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form are enclosed for release to the market.

These documents were lodged with Australia Post for dispatch to shareholders today, 24 October 2013, together with the EVN Annual Report.

Yours faithfully,

A handwritten signature in black ink, appearing to read "E. Elstein", written over a horizontal line.

Evan Elstein
Company Secretary





Evolution Mining Limited
ACN 084 669 036

NOTICE OF ANNUAL GENERAL MEETING
PROXY FORM
EXPLANATORY MEMORANDUM

Date of Annual General Meeting
26 November 2013

Time of Annual General Meeting
11.00 am (Sydney time)

Place of Annual General Meeting
Sofitel Sydney Wentworth Hotel
61-101 Phillip Street
Sydney NSW 2000

IMPORTANT NOTICES

What You Should Do

STEP ONE

Read the meeting documentation

This is an important document. You should read all of the Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form before deciding whether or not to vote in favour of any of the resolutions. If you do not understand any of the meeting documents, or are not sure what to do, please consult your legal or financial adviser immediately.

STEP TWO

Vote

If you are unable to attend the Annual General Meeting in person, you should complete the Proxy Form and ensure that it (and any power of attorney under which it is signed) is received by the Company's share registry at an address given below not later than 11.00 am (Sydney time) on 24 November 2013. Proxy Forms received after that time will be invalid.

Online: The Proxy Form can be lodged online by visiting www.linkmarketservices.com.au. Select 'Investor Login' and enter Evolution Mining Limited in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your Proxy Form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

By mail: Evolution Mining Limited
c/o Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

By hand: Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

By fax: +61 2 9287 0309

For details on how to complete the Proxy Form, please refer to the instructions in the Notice of Annual General Meeting and Proxy Form.

QUESTIONS

If you have any questions about any matter contained in this document, please contact the Company's share registry, Link Market Services Limited on 1300 554 474 (within Australia) or +61 2 8280 7111 (from overseas).

KEY DATES

Deadline for lodgement of Proxy Forms	11.00 am (Sydney time) on 24 November 2013
Date and time for determining eligibility to vote	7.00 pm (Sydney time) on 24 November 2013
Date and time of Annual General Meeting	11.00 am (Sydney time) on 26 November 2013

EVOLUTION MINING LIMITED
ACN 084 669 036

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members of Evolution Mining Limited ACN 084 669 036 ("the Company") will be held at Sofitel Sydney Wentworth Hotel, 61-101 Phillip Street, Sydney NSW 2000 on 26 November 2013 at 11.00 am (Sydney time).

AGENDA

BUSINESS

Annual Financial Report

To receive and consider the annual financial report of the Company and the reports of the Directors and independent external Auditors for the financial year ended 30 June 2013.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following as an advisory resolution:

"That, the remuneration report forming part of the Company's 2013 Annual Report for the year ended 30 June 2013, be adopted."

Note – the vote on this resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-election of Mr John Rowe as a Director of the Company

To consider and, if thought fit, to pass the following as an ordinary resolution:

"That, Mr John Rowe, being a Director who retires in accordance with clause 8.1(f) of the constitution of the Company and being eligible for re-election, is re-elected as a Director."

Resolution 3 – Election of Mr Colin Johnstone as a Director of the Company

To consider and, if thought fit, to pass the following as an ordinary resolution:

"That Mr Colin Johnstone, having been appointed as a Director since the last annual general meeting and who retires in accordance with clause 8.1(c) of the constitution of the Company and being eligible for election, is elected as a Director."

Resolution 4 – Issue of Performance Rights to Mr Jacob Klein

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That the issue of up to 2,245,152 Performance Rights to Mr Jacob Klein under the Evolution Mining Limited Employee Share Option and Performance Rights Plan (**Plan**) be approved for the purposes of ASX Listing Rule 10.14 and for all other purposes, on the terms set out in the Explanatory Memorandum."

ENTITLEMENT TO VOTE

Snapshot date

It has been determined that under regulation 7.11.37 of the Corporations Regulations, for the purposes of the Annual General Meeting, shares in the Company will be taken to be held by the persons who are the registered holders at 7.00 pm (Sydney time) on 24 November 2013. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

VOTING EXCLUSION STATEMENTS

Resolution 1 – Adoption of Remuneration Report

The Company will disregard any votes cast on Resolution 1 (in any capacity) by, or on behalf of, the following persons:

- a member of the key management personnel (**KMP**) (which includes each of the Directors of the Company) whose remuneration is disclosed in the 2013 remuneration report; or
- a closely related party (as that term is defined in the Corporations Act) (such as close family members and any controlled companies) (**Closely Related Party**) of such a member of the KMP.

However, the Company will not disregard the vote if it is cast as a proxy for a person who is entitled to vote and:

- the proxy appointment is in writing and specifies how the proxy is to vote (for, against, abstain); or
- the vote is cast by the person chairing the Annual General Meeting and;
 - the appointment does not specify how the proxy is to vote; and,
 - the appointment expressly authorises the Chair of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 4 – Issue of Performance Rights to Mr Jacob Klein

The Company will disregard any votes cast on Resolution 4:

- by Mr Jacob Klein and any of his associates;
- by a member of the KMP or a Closely Related Party of a member of the KMP as a proxy for a person who is entitled to vote.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- the person chairing the Annual General Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides and the appointment expressly authorises the Chair of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

The only persons referred to in Listing Rule 10.14 currently entitled to participate in the Plan is Mr Klein.

PROXIES

A shareholder of the Company (**Member**) entitled to attend and to vote at the Annual General Meeting is entitled to appoint a proxy to attend and to vote instead of the Member. The proxy need not be a Member and can be an individual or a body corporate.

If a Member appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Annual General Meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth) (**Corporations Act**); and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Annual General Meeting.

If such evidence is not received before the Annual General Meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

Members are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the Member's voting rights. If the Member appoints two proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise half of the votes. On a show of hands, neither proxy may vote if more than one proxy attends.

Any directed proxies that are not voted on any poll at the Annual General Meeting by a Member's appointed proxy will automatically default to the Chair of the Annual General Meeting, who is required to vote proxies as directed on a poll.

Subject to the paragraph below, members of the KMP of the Company (which includes each of the Directors of the Company) will not be able to vote your proxy on Resolution 1 (if their remuneration is disclosed in the 2013 remuneration report) or Resolution 4 unless you tell them how to vote. If you intend to appoint a member of the KMP (such as one of the Directors of the Company) as your proxy, please ensure that you direct them how to vote on Resolutions 1 and 4 by marking the boxes for each of Resolutions 1 and 4 (for example, if you wish to vote 'for', 'against' or to 'abstain' from voting).

Mr Klein will not chair the meeting for the consideration of Resolution 4. The meeting will be chaired by a Non-Executive Director nominated by Mr Klein, pursuant to Clause 7.5(d) of the Constitution, for that resolution. The Non-Executive Director chairing the meeting will be entitled to exercise any undirected proxies on Resolution 4 as the proxy form provides the express authorisation to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

A proxy must be signed by the Member or his/her attorney duly authorised in writing or, if the Member is a corporation, in accordance with the Corporations Act. The Proxy Form and the power of attorney or other authority (if any) under which the Proxy Form is signed, or a copy or facsimile which appears on its face to be an authentic copy of that proxy, power or authority, must be returned to Company's share registry at an address given below by no later than 11.00 am (Sydney time) on 24 November 2013:

Online: The Proxy Form can be lodged online by visiting www.linkmarketservices.com.au. Select 'Investor Login' and enter Evolution Mining Limited in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your Proxy Form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

By mail: Evolution Mining Limited
c/o Link Market Services Limited
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SYDNEY SOUTH NSW 1235

By hand: Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

By fax: +61 2 9287 0309

A Proxy Form accompanies this Notice of Annual General Meeting.

To be valid, a Proxy Form and the Power of Attorney under which it is signed or proof thereof must be to the satisfaction of the Directors of the Company.

BY ORDER OF THE BOARD OF THE COMPANY

Dated 24th October 2013

A handwritten signature in black ink, appearing to read 'E Elstein', with a horizontal line drawn through the middle of the signature.

Evan Elstein
Company Secretary

EVOLUTION MINING LIMITED

ACN 084 669 036

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is for the information of Members in connection with resolutions to be considered at the Annual General Meeting of the Company to be held on 26 November 2013 at 11.00 am (Sydney time).

Business

Annual Financial Report

The Corporations Act requires the reports of the Directors and independent external Auditors and the annual financial report, including the financial statements of the Company for the year ended 30 June 2013, to be laid before the Annual General Meeting, but does not require a formal resolution on the financial statements or reports. However, provision will be made at the Annual General Meeting for Members as a whole to ask questions or make comments on the reports or the management of the Company. Members may question the auditor regarding the conduct of the audit, the independence of the auditor, preparation and content of the reports and accounting policies adopted by the Company.

The Company's 2013 Annual Report is available on the Company's website at www.evolutionmining.com.au.

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Members the remuneration report as disclosed in the Company's 2013 Annual Report.

The vote is advisory only and is not binding on the Directors of the Company. A reasonable opportunity will be given to Members as a whole to ask questions about, or make comments on, the remuneration report. The remuneration report is set out in the Company's 2013 Annual Report and is also available on the Company's website (www.evolutionmining.com.au).

The remuneration report explains the Board policies in relation to the nature and level of remuneration paid to the Company's KMP (including the Directors of the Company), sets out details of the remuneration and service agreement for each member of the KMP and sets out the details of any share based compensation.

Under the Corporations Act, if at least 25% of the votes cast on the relevant resolution are voted against the adoption of the remuneration report at two consecutive annual general meetings, the Company will be required to put to Members at the second annual general meeting a resolution proposing that another general meeting be held within 90 days, at which all of the Company's Directors (other than the other than the Executive Chairman, who for the purposes of clauses 8.1(f) and 9.1 of the Constitution of the Company serves as the Managing Director) must retire unless they are re-elected at that meeting (Spill Resolution).

The Company has not had a vote of 25% against the adoption of the remuneration report since the introduction of this requirement in the Corporations Act and as such the 2013 Notice of Meeting does not contain a Spill Resolution.

For the voting exclusions applicable to this Resolution 1, please refer to the 'Entitlement to Vote' section of the Notice of Annual General Meeting.

Board Recommendation

Due to each Director having an interest in the outcome of Resolution 1, and for good governance, the Board refrains from making a recommendation to Members.

Note – The Chair of the Annual General Meeting intends to vote all available proxies in favour of Resolution 1.

Resolution 2 – Re-election of Mr John Rowe as a Director of the Company

The ASX Listing Rules require that the Company must hold an election of directors each year. Mr Rowe was re-elected by the Members on 29 November 2011 at the Company's 2011 Annual General Meeting and is the Director longest in office since last re-election. Mr Rowe therefore retires at the forthcoming Annual General Meeting in accordance with clause 8.1(f) of the constitution of the Company and being eligible, has offered himself for re-election.

Mr Rowe was appointed as Non-Executive Director to the Westonia Mines Limited Board (being the previous name of Catalpa) on 12 October 2006. He was Non-Executive Chairman of Westonia Mines Limited from January 2008 to December 2009. Mr Rowe brings a wealth of geological and business development skills to the Company. Mr Rowe has some 40 years' experience within the gold and nickel industries. He has held a variety of positions in mine management, exploration and business development and has consulted for John Rowe and Associates since 2006.

Mr Rowe served as a Non-Executive Director of Southern Cross Goldfields Limited from April 2010 to September 2013 and is currently a Non-Executive Director of Panoramic Resources Limited (since 2006). Mr Rowe was appointed Non-Executive Chairman of Magma Metals Limited in June 2012, which was then delisted at the end of June 2012. Mr Rowe is Chairman of the Nomination and Remuneration Committee.

Board Recommendation

The Board, with Mr Rowe abstaining, unanimously recommends that Members vote to approve Resolution 2.

Resolution 3 – Election of Mr Colin Johnstone as a Director of the Company

Mr Johnstone was appointed by the Board as a Non-Executive Director on 30 September 2013 and in accordance with clause 8.1(c) of the constitution of the Company and being eligible offers himself for election.

Mr Johnstone holds a BE (Mine) and was formerly Chief Operating Officer at both Equinox Minerals Limited, and Sino Gold Mining Limited prior to their respective acquisitions by Barrick Gold Corporation and Eldorado Gold Corporation. He was Managing Director of Territory Resources Limited until mid-2012.

He is a mining engineer with over 30 years' experience in the copper, gold and metalliferous mining industries, including both large open cut and underground operations. Mr Johnstone has extensive industry experience, having served as General Manager at some of Australia's largest mines, including KCGM, Olympic Dam and Northparkes. He has successfully constructed and operated mines in Australia as well as offshore jurisdictions including Zambia, China, Canada and Argentina.

Mr Johnstone is a Non-Executive Director at Mining Group Limited (since May 2012) and was also recently a Non-Executive Director at Reed Resources (from February 2013 until September 2013).

Board Recommendation

The Board, with Mr Johnstone abstaining, unanimously recommends that Members vote to approve Resolution 3.

SPECIAL BUSINESS

Resolution 4 – Issue of Performance Rights to Mr Jacob Klein

ASX Listing Rule 10.14 requires shareholder approval for the acquisition of securities by a Director under an employee incentive scheme. If approved, the approval applies to the issue of the Performance Rights and the issue of ordinary fully paid shares (if any) on the vesting of the Performance Rights. This resolution is seeking Member approval for the grant of 2,245,152 Performance Rights (**FY14 Performance Rights**) to Mr Klein under the Company's Employee Share Option and Performance Rights Plan (**Plan**).

General Background

At the Company's 2010 Annual General Meeting, the shareholders approved the Plan to allow the Board to appropriately incentivise eligible employees through the issue of options and/or performance rights (**Performance Rights**) in a manner that reflects the executives' particular level of influence and control

over the Company's strategy and direction. The Board has determined that no further options will be issued under the Plan.

The number of Performance Rights proposed to be issued to Mr Klein is the maximum amount of Performance Rights that will vest if he satisfies what the Board considers stretch or outstanding performance achievement, as described below.

The vesting of the Performance Rights incorporates performance conditions which trigger vesting for 'threshold' performance, 'on target' performance and 'exceptional performance'. The vesting scales have been designed to reward above 'target' performance and reward truly exceptional Company performance.

The Performance Rights will be issued in accordance with the rules of the Plan and in a single tranche to be performance tested at the end of a three year period ending 30 June 2016. Subject to the satisfaction of the performance conditions described below and to any adjustment in accordance with the rules of the Plan (e.g. upon a reconstruction of securities), Mr Klein will receive one share in the Company for each Vested Performance Right granted to him.

Performance conditions of Performance Rights

The performance conditions applying to the Performance Rights will be weighted:

- 33.33% of the total Performance Rights on the Company's relative total shareholder return measured against the total shareholder return for a peer group of 20 comparator gold mining companies (**Peer Group Companies**) (**Relative TSR Performance Rights**);
- 33.33% of the total Performance Rights on the Company's absolute total shareholder return (**Absolute TSR Performance Rights**); and
- 33.33% of the total Performance Rights on the growth in the Company's Earnings Per Share (**EPS**) (**EPS Performance Rights**).

The Peer Group Companies for the FY14 Performance Rights comprise the following:

Alacer Gold Corp	Alamos Gold Inc
Medusa Mining Ltd	New Gold Inc
Northern Star Resources Ltd	Aurico Gold Inc
Silver Lake Resources	Oceana Gold Corp
Centamin Egypt Inc	Beadell Resources Ltd
Perseus Mining Ltd	Regis Resources NL
Dundee Precious Metals Inc	Golden Star Resources Ltd
Resolute Mining Ltd	Semafo Inc
Endeavour Mining Corporation	Kingsgate Consolidated Ltd
St Barbara Ltd	Troy Resources NL

The Board has the discretion to adjust the composition and number of the Peer Group Companies on an annual basis for each year's Performance Rights grant, to take into account events including, but not limited to, takeovers, mergers and de-mergers that might occur during the relevant period. Any adjustments made to the Peer Group Companies will be disclosed in the remuneration report.

The effective testing date for the Performance Rights is 30 June 2016 with the testing to occur within 90 days after that date. Performance Rights will lapse after testing if they do not vest. There is no re-testing.

Relative TSR Performance Rights

With respect to the Relative TSR Performance Rights, the Company's total shareholder return will be based on the percentage by which the Company's 30 day VWAP at the close of trade on 30 June 2016 (plus the value of any dividends paid) (**2016 Company VWAP**) has increased over the Company's 30 day VWAP at the close of trade 30 June 2013. The 30 day VWAP as at 30 June 2013 was \$0.75 (**2013 Company VWAP**).

The total shareholder return for each Peer Group Company will be calculated over the same period and using the same method. The Board may make reasonable adjustments to the calculation method if necessary to accommodate the entry or exit of a Peer Group Company during the relevant period.

The proportion of the Relative TSR Performance Rights that will vest will be determined by the Company's ranking against Peer Group Companies as follows:

Level of performance achieved	2016 Company TSR performance as compared to Peer Group	% of Relative TSR Performance Rights vesting
Threshold	Equal to the top 50th percentile	33%
	Above the top 50th percentile and below the top 25th percentile	Straight-line pro-rata between 33% and 66%
Target	Equal to the top 25th percentile	66%
	Above the top 25th percentile and below the top 10th percentile	Straight-line pro-rata between 66% and 100%
Exceptional	Equal to the top 10th percentile or above	100%

Absolute TSR Performance Rights

The Absolute TSR Performance Rights will be tested against the Company's absolute TSR performance measured by reference to the 2016 Company VWAP relative to the 2013 Company VWAP (i.e. measured as a cumulative annual TSR over the three year performance period).

The proportion of the Absolute TSR Performance Rights that will vest will be determined as follows:

Level of performance achieved	2016 Company Absolute TSR Performance	% of Absolute TSR Performance Rights vesting
Threshold	Equal to 10% Per Annum Return	33%
	Above 10% Per Annum Return and below 15% Per Annum Return	Straight-line pro-rata between 33% and 66%
Target	Equal to 15% Per Annum Return	66%
	Above 15% Per Annum Return and below 20% Per Annum Return	Straight-line pro-rata between 66% and 100%
Exceptional	Equal to or above 20% Per Annum Return	100%

EPS Performance Rights

EPS Performance Rights will be tested against the Company's growth in EPS (calculated by excluding any Non-Recurring Items), measured as the cumulative annual growth rate over the three year performance period.

The proportion of the EPS Performance Rights that will vest will be determined as follows:

Level of performance achieved	2016 Company EPS Performance	% of EPS Performance Rights vesting
Threshold	Equal to 7% Per Annum Growth in EPS	33%
	Above 7% Per Annum Growth and below 11% Per Annum Growth	Straight-line pro-rata between 33% and 66%
Target	Equal to 11% Per Annum Growth	66%
	Above 11% Per Annum Growth and below 15% Per Annum Growth	Straight-line pro-rata between 66% and 100%
Exceptional	Equal to or above 15% Per Annum Growth	100%

Other terms

The terms and conditions of the Plan apply to the Performance Rights. The Company highlights the following terms:

Change of Control

Under the Plan, upon a person becoming:

- a legal or beneficial owner of 50% or more of the issued share capital in the Company; or
- entitled to acquire, hold or have an equitable interest in more than 50% of the issued share capital in the Company,

all Performance Rights which have not already vested will vest, subject to the absolute discretion of the Board.

Continuing Employment

Unless determined otherwise by the Board, Performance Rights will lapse on Mr Klein ceasing to be an employee of the Company (or a member of the Evolution Mining group of companies).

No Restriction on Shares

The Board will not impose any restriction (other than restrictions which apply under the Company's securities trading policies) to the disposal or transfer of any shares allotted on the vesting of Performance Rights.

Disclosure for the purposes of ASX Listing Rule 10.15

To enable Member approval to be effectively obtained under Listing Rule 10.14, the following disclosures are made pursuant to ASX Listing Rule 10.15:

- the maximum number of Performance Rights that can be granted to Mr Klein under this approval is 2,245,152;
- Vested Performance Rights will convert to fully paid ordinary shares on a one-for-one basis;
- the price payable on the issue or exercise of each Performance Right is nil;
- since the last approval date, 167,002 Performance Rights have vested and 234,638 Performance Rights have lapsed and there are a total of 1,458,938 Performance Rights, issued for nil consideration to Mr Klein;
- the only persons referred to in Listing Rule 10.14 currently entitled to participate in the Plan is Mr Klein;

- there is no loan proposed in relation to the proposed award of Performance Rights to Mr Klein; and
- the Performance Rights that are to be awarded to Mr Klein are intended to be awarded as soon as practicable after the 2013 Annual General Meeting and in any event will not be awarded later than 12 months after the 2013 Annual General Meeting.

For the voting exclusions applicable to this Resolution 4, please refer to the 'Entitlement to Vote' section of the Notice of Annual General Meeting.

Board recommendation

The Board, with Mr Klein abstaining, unanimously recommends that Members vote to approve resolution 4.

Note – The Chair, who will be nominated pursuant to Clause 7.5(d) of the Company's Constitution for this Resolution, intends to vote all available proxies in favour of Resolution 4.



By mail:
Evolution Mining Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1800 554 474

SHAREHOLDER PROXY FORM

I/We being a member(s) of Evolution Mining Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 11:00 am on Tuesday, 26 November 2013, at Sofitel Sydney Wentworth Hotel, 61-101 Phillip Street, Sydney NSW 2000 and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an

STEP 2

VOTING DIRECTIONS

Resolution 1

To adopt the Remuneration Report

For	Against	Abstain*
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2

Re-election of Mr John Rowe as a
Director of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 3

Election of Mr Colin Johnstone as a
Director of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 4

Issue of Performance Rights to
Mr Jacob Klein

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

EVN PRX301R



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00 am on Sunday, 24 November 2013**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE > www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Evolution Mining Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**