

PHOENIX ADVISES SHAREHOLDERS TO TAKE NO ACTION FOLLOWING RELEASE OF EVOLUTION'S BIDDER'S STATEMENT

Phoenix Gold Limited (**ASX: PXG**) ("**Phoenix**" or the "**Company**") reaffirms its advice to shareholders to **TAKE NO ACTION** on the proposed takeover bid from Evolution Mining Limited ("**Evolution**") following receipt today of Evolution's Bidder's Statement.

The Bidder's Statement formalises Evolution's intention to make a conditional off-market takeover offer at a headline price of \$0.12 per share as announced on 20 August 2015, comprising 0.06 Evolution shares and \$0.06 cash for each Phoenix share (the "**Evolution Offer**").

The Evolution Offer arose as a counter offer to the current \$0.10 per share cash bid from Zijin Mining Group Co., Ltd ("**Zijin Offer**"). Phoenix has released its Target's Statement in response to the Zijin Offer on 3 September 2015 recommending shareholders REJECT the Zijin Offer as it is inadequate and undervalues the Company.

The Evolution Offer proposes consideration comprising a combination of cash and Evolution shares and contains certain conditions, including, but not limited to, the spot gold price not falling below A\$1,250/oz. These factors, including the value of the share component of the Evolution Offer, will be carefully considered by the Phoenix Board before providing shareholders with a formal recommendation on the Evolution Offer.

Phoenix Executive Chairman Dale Rogers said: "The Directors of Phoenix will review Evolution's Bidder's Statement and respond formally through a Target's Statement in due course. Until the Phoenix Board provides shareholders with a formal recommendation we advise all shareholders to **TAKE NO ACTION**."

A copy of the Evolution Bidder's Statement is expected to be sent to Phoenix shareholders soon. The Evolution Offer will not be capable of acceptance until the Bidder's Statement is despatched to Phoenix shareholders and the offer opens, which is expected to occur on 25 September 2015. It will be required to remain open for at least a month.

The Phoenix Directors will keep shareholders fully informed of further developments as they occur and will provide a formal recommendation on the Evolution Offer in ample time for shareholders to make an informed decision.

All company announcements and information on the Evolution Offer and the Zijin Offer are available on the Phoenix website at www.phoenixgold.com.au. Shareholders can also receive further information on both the Evolution Offer and Zijin Offer by calling the Phoenix Shareholder Information Line below:

Within Australia: 1300 889 468
Outside Australia: +61 2 8022 7902

RBC Capital Markets is acting as financial advisor and Allion Legal as legal advisor to Phoenix.

ENDS

ASX: PXG

Phoenix Gold Ltd
ABN 55 140 269 316

Unit 2/53 Great Eastern
Highway
West Kalgoorlie WA 6430
Phone +61 8 9021 2704
Fax +61 8 9021 3393

www.phoenixgold.com.au
info@phoenixgold.com.au



For further information please contact

Investors

Dale Rogers, Executive Chairman
(08) 9021 2704

info@phoenixgold.com.au

RBC Capital Markets

Adam Reid, Director
0407 339 163
adam.reid@rbccm.com

Media

James Tranter / Shane Murphy
FTI Consulting

(08) 9485 8888 or 0408 951 780 / 0420 945 291

11 September 2015