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ASX Announcement

14 November 2011

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SUCCESSFUL COMPLETION OF INSTITUTIONAL ENTITLEMENT OFFER

Evolution Mining Limited (ASX: EVN) (**Evolution Mining**) announced today the successful completion of the institutional component (**Institutional Entitlement Offer**) of its underwritten 3 for 17 accelerated, renounceable entitlement offer to all eligible shareholders to raise approximately \$152.5 million (**Entitlement Offer**).

The Institutional Entitlement Offer will raise gross proceeds of approximately \$108 million at the offer price of \$1.45 per new share in Evolution Mining (**New Share**). Existing institutional shareholders showed strong support for the Entitlement Offer, taking up approximately 80% of their entitlements (excluding Newcrest's entitlements under the Offer).

Approximately 13 million New Shares were available for the institutional shortfall bookbuild (**Institutional Bookbuild**)¹ which was conducted on 11 November 2011. This was well supported, attracting bids from new and existing Australian and international investors.

The clearing price under the Institutional Bookbuild was \$1.69 per New Share (**Bookbuild Price**), a premium of \$0.24 to the offer price of \$1.45 per New Share. Therefore, institutional shareholders who elected not to take up their entitlements and ineligible institutional shareholders will receive \$0.24 for each New Share not taken up (less any applicable deductions).

As previously announced, at the request of Evolution Mining, Newcrest Holdings (Investments) Pty Ltd, the wholly-owned subsidiary of Newcrest which holds Evolution Mining shares, agreed not to take up its entitlement (40,779,287 New Shares, approximately \$59 million). Pursuant to their pre-commitments, BlackRock and Baker Steel took up 34,482,758 New Shares, the majority of Newcrest's entitlement, at the Bookbuild Price, and the remainder of Newcrest's entitlements were taken up by other institutional investors. It is expected that Newcrest's non-participation in the Entitlement Offer will result in its shareholding in Evolution Mining being reduced from 38.8% to approximately 33%.

Commenting on the successful completion of the Institutional Entitlement Offer, Evolution Mining's executive chairman, Jake Klein, said:

"It is pleasing to see such strong support for Evolution Mining from institutional investors both locally and abroad. The company is delighted to have these high calibre institutions on its register and looks forward to working with them and the retail shareholder base to grow the company and realise the goals that the board has set for the company."

¹ Not taking into account those shares subject to BlackRock Investment Management (UK) Limited's (**BlackRock**) and Baker Steel Capital Managers LLP's (**Baker Steel**) pre-commitments.

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Settlement of the Institutional Entitlement Offer is expected to occur on 17 November 2011 following which New Shares are expected to be issued and commence trading on the ASX on 18 November 2011.

Retail Entitlement Offer

The retail component of the Entitlement Offer (**Retail Entitlement Offer**) is expected to raise approximately \$45 million and is fully underwritten. The Retail Entitlement Offer will open on 16 November 2011 and close at 5.00pm Australian Eastern Daylight Savings Time (**AEDT**) on 30 November 2011.

Eligible retail shareholders will be able to subscribe for 3 New Shares for every 17 Evolution Mining shares held at 7.00pm (AEDT) on 14 November 2011 (**Record Date**), at the offer price of \$1.45 per New Share (being the same price at which New Shares were offered under the Institutional Entitlement Offer).

The retail offer booklet will be sent to eligible retail shareholders in Australia and New Zealand on 16 November 2011 and will also be available for viewing on Evolution Mining's website (www.evolutionmining.com.au). Eligible retail shareholders wishing to subscribe for New Shares under the Retail Entitlement Offer will need to follow the instructions on the personalised entitlement and acceptance form that will accompany the retail offer booklet.

Eligible retail shareholders may choose to take up their entitlements in whole, in part, or not at all. New Shares not taken up under the Retail Entitlement Offer (including those attributable to ineligible retail shareholders) will be offered to selected institutional investors through a retail bookbuild scheduled to be conducted on 6 December 2011 (**Retail Bookbuild**).

Retail shareholders who do not take up their entitlements or who are ineligible to participate in the Retail Entitlement Offer will receive any premium between the clearing price under the Retail Bookbuild and the offer price of \$1.45 per New Share (less any applicable deductions). No amount will be paid if the clearing price is equal to the Offer Price. There can be no guarantee that the clearing price will be higher than the Offer Price or that the clearing price achieved in the Institutional Bookbuild will be matched in the Retail Bookbuild.

Retail shareholders who have questions relating to the Entitlement Offer should call the Evolution Mining offer information line on 1300 880 751 (within Australia) or +61 2 8280 7503 (outside Australia) from 8.30am to 5.30pm (AEDT) Monday to Friday before 30 November 2011 or go to the Evolution Mining website.

Evolution Mining expects the trading halt on its shares to be lifted shortly after the making of this announcement and for the trading of Evolution Mining shares to recommence on an ex-entitlement basis.



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This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither the entitlements nor the New Shares have been, or will be, registered under the U.S. Securities Act of 1933 (**Securities Act**) or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States, unless they have been registered under the Securities Act, or are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.

Neither this announcement nor any other documents relating to the offer of new shares may be sent or distributed to persons in the United States.

This announcement contains certain forward looking statements. Forward looking statements should or can generally be identified by the use of forward looking words such as “expect”, “will”, “propose” “may”, and other similar expressions within the meaning of securities laws of applicable jurisdictions. Indications of, and guidance or outlook on, future earnings, distributions or financial position or performance are also forward looking statements. The forward looking statements contained in this announcement involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of Evolution Mining, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. There can be no assurance that actual outcomes will not differ materially from these forward looking statements.