



Evolution
MINING

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To: ASX Markets Announcements Office
From: The Company Secretary
Date: 26 February 2019
Subject: **Initial substantial holder notice**

The Initial Substantial Holder Notice (**Notice**) lodged on the ASX platform on 25 February 2019 in relation to Evolution Mining Limited (**Evolution**) acquiring a 19.9% shareholding in Tribune Resources Limited did not provide a list of the subsidiary entities of Evolution. This is now provided as an Annexure to the Notice.

Yours Sincerley

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

Evan Elstein

Company Secretary

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Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Tribune Resources Limited

ACN/ARSN ACN 009 341 539

1. Details of substantial holder (1)

Name Evolution Mining Limited (ACN 084 669 036) and its subsidiaries listed in Annexure A

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 22/02/2019

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

| Class of securities (4) | Number of securities | Person's votes (5) | Voting power (6) |
|--|----------------------|--------------------|--|
| Fully paid ordinary shares ("Ordinary Shares") | 11,045,101 | 11,045,101 | 19.900% (based on 55,503,023 issued Ordinary Shares) |

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

| Holder of relevant interest | Nature of relevant interest (7) | Class and number of securities |
|--|---|--------------------------------|
| Evolution Mining Limited and its subsidiaries (see Annexure A) | Evolution Mining Limited has a relevant interest in the Ordinary Shares under sections 608(1)(c) and/or 608(8) of the <i>Corporations Act 2001</i> (Cth) by reason of being the purchaser of the Ordinary Shares under a special crossing trade (where the seller is The Commonwealth of Australia) due to settle on 26/02/2019. Each subsidiary of Evolution Mining Limited has a relevant interest in the Ordinary Shares and/or corresponding voting power in Tribune Resources Limited pursuant to section 608(3) of the <i>Corporations Act</i> . | 11,045,101 Ordinary Shares |

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Class and number of securities |
|--|---------------------------------|--|--------------------------------|
| Evolution Mining Limited and its subsidiaries (See Annexure A) | The Commonwealth of Australia | Evolution Mining Limited | 11,045,101 Ordinary Shares |

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

| Holder of relevant interest | Date of acquisition | Consideration (9) | Class and number of securities |
|--|---------------------|-----------------------------|--------------------------------|
| Evolution Mining Limited and its subsidiaries (see Annexure A) | 22/02/2019 | A\$3.735 per Ordinary Share | 11,045,101 Ordinary Shares |

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A | |

7. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|--|---|
| Evolution Mining Limited and its subsidiaries (See Annexure A) | Level 24, 175 Liverpool Street, Sydney NSW 2000 |

Signature

print name Evan Elstein

capacity Company Secretary

sign here



date 26/02/2019

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure A: Evolution Mining Limited – Subsidiary Entities

This is Annexure 'A' of 2 pages referred to in the Form 603 (Notice of initial substantial holder) dated 26 February 2019.

| Name of Subsidiary Entity (all 100% owned) | ACN | Address |
|---|-------------|---|
| Auselect Pty Ltd | 077 885 208 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Conquest Mining Pty Limited | 009 232 277 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Mining (Aurum 2) Pty Limited | 614 395 961 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Mining (Canada Holdings) Ltd | N/A | 2200 HSBC BUILDING, 885 WEST GEORGIA STREET VANCOUVER BC V6C 3E8, CANADA |
| Evolution Mining Management Services (Canada) Ltd | N/A | 2200 HSBC BUILDING, 885 WEST GEORGIA STREET VANCOUVER BC V6C 3E8, CANADA |
| Evolution Mining (Connors Arc) Pty Ltd | 625 735 846 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Mining (Cowal) Pty Limited | 007 857 598 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Mining Management Services Pty Ltd | 166 877 756 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Mining (MUNGARI) Pty Ltd | 002 124 745 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Mining (Mungari East) Pty Ltd | 003 337 782 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Mining NZ Pty Ltd | 605 665 147 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Mining (Phoenix) Pty Limited | 140 269 316 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Evolution Tennant Creek Pty Ltd | 169 920 745 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Fernyside Pty Limited | 001 245 530 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Hayes Mining Pty Ltd | 107 985 606 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Lion Mining Pty Ltd | 000 697 183 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Lion Selection Pty Ltd | 123 217 112 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Mt Rawdon Operations Pty Ltd | 152 727 663 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Sedgold Pty Ltd | 010 077 988 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |

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| Name of Subsidiary Entity (all 100% owned) | ACN | Address |
|---|-------------|--|
| Toledo Holding (AUSCO) Pty Limited | 159 264 598 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |
| Westonia Mines Minerals Pty Ltd | 059 349 094 | Level 24, 175 Liverpool Street, Sydney, NSW 2000 |