

A record year for Evolution

Company/ASX Code	Evolution Mining Ltd / EVN
AGM time and date	11am (AEDT) on Thursday, 20 November 2025
Location	The Mint, 10 Macquarie St Sydney NSW 2000
Registry	MUFG Corporate Markets
Type of meeting	Physical
Monitor	Julieanne Mills & Craig Lee
Pre-AGM Meeting	Yes, with Chair: Jake Klein, Company Secretary: Evan Elstein, and Peter Smith: Lead Independent NED

Monitor Shareholding: An individual involved in the preparation of this voting intention has a shareholding in this company.

1. How we intend to vote

No.	Resolution description	
1	The adoption of the FY25 Remuneration Report	For
2	The re-election of Andrea Hall	For
3	The re-election of Vicky Binns	For
4	The proposed increase to the Non-Executive Directors fee pool	For
5	The granting of performance rights to the Managing Director and CEO Lawrence Conway	For
6	Approval to issue securities under the Non-Executive Directors Equity Plan	For

Overview

Evolution Mining (ASX: EVN) is a major gold producer with increasing copper exposure and six operations across Australia and Canada, including an 80% stake in Northparkes. FY25 was a record year financially, driven by stronger commodity prices and solid operational performance, though costs also rose with labour and royalty pressures.

The company advanced key projects at Cowal and Mungari, integrated Northparkes, and reduced debt while maintaining strong safety and sustainability outcomes.

Founder Jake Klein's move to Non-Executive Chair strengthens governance, but continued attention to Board renewal and independence will be important.

FY25 remuneration outcomes were large, reflecting high share-price and profit growth, while proposed FY26 packages remain competitive but rely heavily on long-term equity performance.

The proposed increase in the Non-Executive Director fee pool to \$2.2 million recognises higher governance demands, though shareholders will expect continued transparency and restraint. Overall, EVN remains well-run and financially sound, but shareholders should monitor cost control, long-term capital allocation, and remuneration alignment with sustainable performance.

2. Summary of Issues and Voting Intentions for AGM/EGM

At our pre-AGM meeting with the Chair, Company Secretary and Lead Independent Director, we discussed governance, Board renewal, directors' fees, executive remuneration, share ownership, capital allocation, and operational performance.

Key observations:

- The company continues to deliver consistent and well-managed results, strengthening the balance sheet, increasing dividends and maintaining a strong safety record.
- Strategy execution appears sound, with management responding effectively to emerging risks such as cyber incidents.
- The proposed increase in the NED fee pool now incorporates the new Non-Executive Chair's remuneration.
- The Board promotes share ownership among directors and employees to reinforce alignment with shareholders.
- Executive incentives are equity-based, with KMP long-term incentives settled in shares through the Performance Rights and Employee Share Option Plan; other staff receive smaller grants, together costing about \$21.4 million in FY25.
- Operationally, EVN has integrated Northparkes (noting its complex gold and silver streaming arrangement with Triple Flag) and stabilised Red Lake as a reliable contributor.
- With the current high gold price, the company is focused on efficiency, balance-sheet discipline and organic growth, rather than share buy-backs.

See [ASA Voting guidelines](#) and [Investment Glossary](#) for definitions.

3. Matters Considered

Financial performance

(As at FYE)	2025	2024	2023	2022	2021
NPAT (\$m) statutory	926.2	422.3	163.5	323.3	345.3
UPAT (\$m)	958.2	481.8	205.0	274.7	354.3
EBITDA (\$M)	2,161	1,428	839.4	898.8	914.2
Share price (\$)	7.82	3.50	3.22	2.38	4.50
Dividend (cents)	20	7	4	10	12
Simple TSR (%)**	129	10.8	36.9	(46)	(18.5)
EPS (cents)	46.49	22.02	8.91	17.74	20.21
CEO total remuneration, actual (\$m)	4.460 9.579*	3.346 2.249*	2.889* 1.856*	NA	NA
Executive Chair remuneration (Mr Klein)	3.810 10.610*	3.314 2.664*	3.904 2.388*	3.094	2.896

(*The remuneration information is provided to highlight what would be the cash equivalent assuming the FY23 STI was received in the same year and if the LTI performance rights were exercised and sold for cash. Prior to 2023 this was not available) Fair value has been calculated for statutory remuneration given that the shares are to be issued.

**Simple TSR is calculated by dividing change in share price plus dividend paid during the year, excluding franking, by the share price at the start of the year.

Accounts and Reports

This year EVN benefited from the significant increases in gold, copper and silver prices. Gold rose 43% in AUD terms over FY25. There were record results across numerous performance metrics.

A record NPAT up 119% year on year (YOY) to \$926m. A record EBITDA of \$2,206m up 46% due to higher production pricing for gold and copper. Record group cash flow of \$787m up 114%. Record achieved average gold price of \$4,300/oz up 35% YOY.

Cowal, Northparkes and Red Lake produced record annual gold production under EVN management. Total gold production was 750,512oz up 5% on FY24, silver 827,007oz was up 7% and copper 76,261tonnes was up 12%

The all in sustainable cost (AISC) of \$1,653 increased 12% and an all in cost (AIC) of \$2870 that has increased 25%. The AISC is a metric used by the company to report its total cost of producing one ounce of gold or other metals it includes the direct cash costs of production (C1 cash costs) along with royalties, sustaining capital expenditures, and general corporate and administrative expenses. AIC includes additional growth costs.

The balance sheet saw significant deleveraging in FY25 with debt down from 25% to 13% and further reduced to 11% in September.

Operating costs increased by ~ 5% largely due to labour cost increases and royalties linked to higher metal prices.

Capital expenditure rose 48% to \$1,092m mainly spread across Mungari, the Castle Hill Road, Cowal open pit and the Ernest Henry underground mine life extension.

EVN delivered a fully franked final dividend of 13c taking the full year dividend to 20c, more than doubling last years' result. This was paid out of group cash flow in line with EVN 50% target. A dividend reinvestment plan (DRP) was offered for the final FY25 dividend with a 5% discount.

First quarter results for FY26 show these results continue to improve.

Governance and culture

We welcome EVN's transition away from an Executive Chair model. As founder, Jake Klein has shaped the company's culture and values since 2011, and his contribution to EVN's growth and strategic consistency deserves recognition. Under his leadership, and that of CEO Lawrie Conway, the company has built a strong record in safety, sustainability, and disciplined investment in Tier-1 jurisdictions.

While Mr Klein is not independent, given his founder status and strategic experience, the provision of a Lead Independent Director provides appropriate oversight. We would, however, like to see a succession plan that includes potential for an independent Chair eventually.

The increase in the Non-Executive Director fee pool to \$2.2 million (from \$1.2 million) follows an external review. It now includes the Chair's remuneration. This aligns EVN more closely with market benchmarks for a company of its size and complexity. Directors are paid partly in cash and partly in issued shares under the NED Equity Plan, to support their alignment with shareholders. All directors with the exception of the chair have also seen an increase to their base fees of \$25,000.

Although granting performance rights for nil consideration is common practice among ASX gold producers, the ASA believes purchasing shares on-market would better protect existing shareholders from dilution and demonstrate stronger alignment between executive incentives and genuine value creation.

We also support the introduction of a minimum shareholding requirement for directors and executives that is being considered.

Mr Klein's remuneration will reduce significantly in his new role, with no short or long-term incentives and only limited participation in the NED share plan. An additional discretionary \$200,000 payment to Mr Klein has been included for Mt Rawdon Pumped Hydro oversight, which is not expected to be ongoing.

He sold down over two million shares across FY24–FY25, retaining about 14 million shares however he still has additional performance rights on foot.

Mr Klein emphasised EVN's ownership culture, supported by group-wide participation in the Employee Share Option and Performance Rights Plan, which extend to management from superintendent level upwards. This culture has a cost but also reinforces alignment across the organisation.

Finally, we note that Board renewal is under consideration as directors approach long tenure. Due consideration is being given to the skills that will need to be replaced and additional skills that may be required.

EVN maintains a five-year audit-partner rotation in line with good governance practice.

Key events

The **Mungari** mill expansion was completed 9 months ahead of time and 9% under budget. It will eventually double production capacity. Production commenced in April with full production expected in the 1H FY26.

Cowal Open Pit Continuation received regulatory approval in FY25 which added another 10+ years and extended mine life to 2042.

Northparkes saw a prefeasibility of E48 sub level cave completed with production targeted for 1H FY26. This is the first full year of Northparkes under EVN. It is 80% owned by EVN but has considerable streaming obligations to Triple Flag. The accounting around this is complex. Revenue was \$218.3m, streaming costs \$96.2m and operating costs of \$101.5m. The fact that 67% of gold produced here is committed to Triple Flag at a price much lower than the going rate concerns us. It would be good to have more clarity around this in the annual report.

Mt Rawdon closed the mine in FY25 and is processing stockpile (at a higher cost not included in AISC) and is expected to close in FY26.

The prefeasibility study on the conversion of the mine to Mt Rawdon Pumped Hydro has seen investment from CleanCo Qld Ltd of ~\$35-40m and is nearing FID. EVN has a 50% stake in this along with ICA partners. A September decision has been deferred, with the QLD government wanting to move the project from CleanCo into the QIC after changing direction on its energy plans. There is a political risk here that it will not get up in which case there will be considerable rehabilitation costs.

Ernest Henry had a study on mine life extension.

Red Lake is now a stable asset, making money and operating to plan, it's all in cost (AIC) is at \$3,880oz and all in sustainable cost (AISC) at \$2,726oz.

Key board or senior management changes

This was Jake Klein's last year as Executive Chair he moved to a non-executive Chair role effective 1 July 25. There were no additional changes to the Board.

KMP now reflects the executive directors and C-Suite. Consisting of Lawrie Conway Managing director CEO, Matt O'Neil Chief Operating Officer, the CFO Fran Summerhayes (ex BHP) commenced in September 2025 (Barrie Van Der Merwe resigned in March 2025), and Chief Technical Officer Nancy Guay.

Sustainability/ESG

FY25 marked EVN's 8th Sustainability Report and 5th Modern Slavery Report. The company maintains sector-leading ESG ratings, earning a Dow Jones Best in Class (APAC) award. EVN reports voluntarily against the taskforce for climate-related financial

reporting (TCFD), GHG Protocol, GRI, UNGP and TNFD standards, and has embedded climate-risk management into its strategy and operations. Short-term incentives include sustainability metrics linked to net zero, diversity, equity, and energy efficiency.

EVN targets a 30% reduction in Scope 1 & 2 emissions by 2030. FY25 emissions were 761,424 tCO₂-e, a 17% reduction from the 2020 baseline (adjusted for acquisitions), largely achieved through renewable power purchase agreements (PPAs) at Cowal and Northparkes and the surrender of large-scale generation certificates (LGCs). Renewable energy now supplies ~50% of Australian and 84% of Canadian electricity needs. The Chair identified grid reliability as a key risk; additional onsite solar, wind and battery capacity, as used by peers, may warrant consideration.

Water management improved, with freshwater use down ~28% from FY20, despite a small rise in FY25 due to dry conditions and higher production. Two new storage dams were commissioned at Ernest Henry. Tailings management remains robust, with zero material incidents and reporting aligned to Church of England (CEPB) standards.

EVN is prepared for upcoming AASB S2 climate reporting, expanding scenario analysis to include Northparkes and aligning with 1.5°C and 2.5°C pathways.

Workforce and culture retention was high at 89%, though female participation remains low at 21%, improving to 33% in the executive team and 37.5% on the Board. The gender pay gap of 16.4% is below the gold-sector median (22%). Graduate and student programs aim to build future diversity.

Community and safety: EVN has committed to a Reconciliation Action Plan with 7% Indigenous employment and increased procurement from Indigenous suppliers. Safety performance was strong — zero fatalities, a TRIF of 4.9 (35% improvement), and 13,500 hours of emergency training supported by a 202-person rescue team.

EVN also enhanced cyber-security measures following an incident during the year. They made no payments and there were no significant repercussions.

EVN made no political donations and continues to disclose transparently on sustainability and governance matters.

4. Rationale for Voting Intentions

Resolution 1: Adoption of the FY25 Remuneration Report (FOR)

The FY25 Remuneration Report is comprehensive and aligns remuneration outcomes with strategic and operational performance. While there is some complexity in the fair-value accounting for long-term incentives (LTIs), the framework itself is transparent and consistent with market practice.

Reported remuneration increased significantly for both the Executive Chair and CEO due to the vesting of the FY23–25 LTI and the exceptional FY25 performance, including a 128 % share-price rise that lifted the value of performance rights. Indicative outcomes for the LTI were \$10.61 million for Mr Klein and \$9.58 million for Mr Conway, assuming all shares were sold on vesting.

The remuneration structure benchmarks fixed pay at the market median, total pay including short-term incentives (STI) at the 75th percentile, and total pay including LTIs at

the 90th percentile for exceptional performance. Given the record year, the resulting remuneration is high but within the parameters of the framework.

The FY25 STI scorecard delivered stretch results, particularly on cash flow (\$787 million vs \$260 million target) and profitability. The STI is paid entirely in cash, whereas the LTI is delivered wholly in equity. The ASA would prefer a 50:50 cash-to-equity balance for the STI to strengthen alignment with shareholders.

Although total outcomes appear high relative to broader ASX 100 benchmarks (the ACSI FY24 median realised CEO pay was \$4.15 million), the uplift reflects sector conditions and the cyclical nature of gold pricing. No Board discretion was applied in FY25, and the outcomes were formulaic.

While ASA has reservations about the STI being fully cash-based and the LTI vesting over only three years, these concerns do not justify opposition. The framework appropriately rewards an outstanding year, and shareholder returns have risen in parallel. Future remuneration will now be tested against a higher performance bar, and results of this magnitude are unlikely to be sustained without continued outperformance.

On balance, we consider remuneration outcomes are aligned with shareholder interests, and the ASA will vote FOR this resolution.

More detail is in the appendix below.

Resolution 2: the re-election of Andrea Hall (FOR)

Andrea Hall was appointed to the Board in October 2017 and serves as Chair of the Audit Committee and a member of the Risk and Sustainability Committee. She is currently a director of Commonwealth Superannuation Corporation, Western Power, and Australian Naval Infrastructure, and previously served on the boards of Core Lithium, Pioneer Credit, and the Insurance Commission of Western Australia. Ms Hall was a partner at KPMG until 2012 and brings extensive experience in audit, risk, financial management, and corporate governance across mining, energy, and infrastructure sectors.

Her skills and experience remain highly relevant to EVN's current scale and strategic priorities. The Board and Chair support her re-election, and her external commitments appear reasonable. Ms Hall has now served eight years on the Board, and ASA may review her independence status at her next re-election.

Shareholding: 123,554 shares.

Resolution 3: re-election of Vicky Binns (FOR)

Vicky Binns was appointed to the Board in 2020 and serves on the Audit Committee and the Nominations and Remuneration Committee. She brings over 35 years' experience in the global resources and financial services sectors, including senior roles at BHP, Merrill Lynch Australia, and Macquarie Equities. Ms Binns is currently a director of Sims Ltd and the Carbon Market Institute and has previously served on the Cooper Energy board as well as advisory boards for J.P. Morgan ANZ and Merlon Capital Partners.

Her deep knowledge of mining, metals, and international capital markets continues to add value to the Board. The Board and Chair support her re-election, and her external workload appears reasonable.

Shareholding: 108,483 shares.

Resolution 4: increase to the Non-Executive Directors' Fee Pool (FOR)

Shareholder approval is sought to increase the maximum aggregate annual remuneration payable to Non-Executive Directors from \$1.2 million to \$2.2 million. While this represents a substantial uplift, the increase follows an independent external review conducted in FY25 and reflects the inclusion of the Chair's remuneration, a larger Board, increased board fees and the need to attract and retain high-calibre directors as the company grows in scale and complexity.

On balance, ASA considers the proposed increase reasonable and consistent with market benchmarks for a company of EVN's size and sector.

Resolution 5: grant of Performance Rights to the Managing Director and CEO, Lawrie Conway (FOR)

Shareholder approval is sought to grant 557,377 Performance Rights to Mr Lawrie Conway under the Evolution Mining Employee Share Option and Performance Rights Plan. This represents the maximum allocation available at stretch performance levels. The rights will be tested over a three-year period to 30 June 2028 against performance measures including relative and absolute TSR, AISC cost performance, and growth in ore reserves per share, as outlined in the Notice of Meeting.

The grant aligns with market practice and links executive reward directly to long-term shareholder value creation.

Resolution 6: approval to Issue Securities under the Non-Executive Directors Equity Plan (FOR)

Shareholder approval is sought to grant Share Rights to Non-Executive Directors (NED) under the NED Equity Plan, as required by ASX Listing Rules. For FY26, each director will receive Share Rights valued at \$65,000, with \$80,000 for the Lead Independent Director. These allocations are unchanged from FY25 and will be issued at face value, based on the 10-day VWAP post-result (~\$7.50).

Given the relatively modest director fees, ASA considers these equity allocations appropriate. However, we would prefer that directors' fees be clearly defined and approved by shareholders, with participation in the equity plan funded from those fees, and that a Minimum Shareholding Requirement (MSR) of 100 % of base fees be achieved within three years.

On balance, ASA considers the proposal reasonable and will vote FOR this resolution.

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Appendix 1

Remuneration framework detail

CEO rem. Framework for FY26	Target* \$m	% of Total	Max. Opportunity \$m	% of Total
Fixed Remuneration	1.195	25%	1.195	18%
STI - Cash	0.860	18%	1.328	20%
STI - Equity	0	%	0	%
LTI (350% FR on face value basis)	2.725	57%	4.116	62%
Total	4.78	100.0%	6.639	100%

The amounts in the table above are envisaged in the design of the remuneration plan. *Target remuneration is sometimes called budgeted remuneration and is what the company expects to award the CEO in an ordinary year, with deferred amounts subject to hurdles in subsequent years before vesting. Some remuneration frameworks set a maximum opportunity amount, but not all.

CEO Remuneration

The short-term incentive (STI) is paid entirely in cash and is weighted 70% corporate and 30% individual outcomes. Performance is assessed across safety, risk management, production, group cash contribution, all-in sustaining cost (AISC), and broader business measures including sustainability, portfolio improvement, project delivery, and planning efficiency.

The long-term incentive (LTI), delivered through the Employee Share Option and Performance Rights Plan, is measured over a three-year period with four equally weighted performance conditions:

- 25% Relative TSR – compared with a peer group of gold producers (33% vesting at 9th of 12; 100% at 4th or better).
- 25% Absolute TSR – vesting from 33% at 10% p.a. return to 100% at 15% p.a.
- 25% AISC performance – relative cost position against peers (33% vesting at 9th of 12; 100% at 4th or better).
- 25% Ore Reserves growth per share – vesting from 33% at 90% of the FY24 baseline to 100% at 120%.

Other Non-Executive Director Matters

The company cited several reasons for increasing the Non-executive director (NED) fee pool, including:

- The fee pool has not increased since 2019.
- Additional NED appointments to support Board capacity and oversight.
- A discretionary \$200,000 payment to Mr Klein for Mt Rawdon Pumped Hydro oversight, which is not expected to be ongoing.
- A \$25,000 increase in base NED fees (excluding the Chair).
- The need to maintain market-competitive remuneration to attract and retain high-calibre directors.
- The increased size, complexity and governance demands of the business.
- Provision for future growth and Board renewal requirements.