
ASPIRE MINING LIMITED**ACN 122 417 243****NOTICE OF ANNUAL GENERAL MEETING**

TIME: 2.00pm(WST)
DATE: 25 November 2011
PLACE: Level 2, Suite 20,
22 Railway Road,
Subiaco WA 6008

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9287 4555.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2.00pm(WST) on 25 November 2011 at:

Level 2, Suite 20,
22 Railway Road,
Subiaco WA 6008

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

IMPORTANT INFORMATION CONCERNING PROXY VOTES ON RESOLUTION 1

The Corporations Act now places certain restrictions on the ability of Key Management Personnel and their Closely Related Parties to vote on the advisory resolution to adopt the Company's Remuneration Report and resolutions connected directly or indirectly with the remuneration of the Company's Key Management Personnel. At this year's Annual General Meeting, the new laws will impact on Resolution 1.

For these reasons, Shareholders are encouraged to direct their proxy as to how to vote on all resolutions. If you do not do so, you risk your vote not being cast. Undirected proxies held by Key Management Personnel or their Closely Related Parties will not be voted on Resolution 1.

Similarly, undirected proxies held by the Chairman will not be voted on Resolution 1 unless you mark the box indicated on the proxy form. Marking this box will constitute an express authorisation by you directing the Chairman to vote your proxy in favour of Resolution 1 (unless you have exercised your right to direct the Chairman otherwise by marking the 'against' column in respect of the resolution). This express authorisation acknowledges that the Chairman may vote your proxy even if he or she has an interest in the outcome of Resolution 1 and that votes cast by the Chairman for this resolution, other than an authorised proxy holder, will be disregarded because of that interest.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 2.00pm(WST) on 25 November 2011 at Level 2, Suite 20, 22 Railway Road, Subiaco WA 6008.

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5.00pm(WST) on 23 November 2011.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the Annual Financial Report of the Company for the financial year ended 30 June 2011 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

1 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2011.”

Voting Prohibition: In accordance with the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 if the person:

- (c) does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; and
- (d) the vote is not cast on behalf of a person described in sub-paragraphs (a) and (b) above.

2 RESOLUTION 2 – ELECTION OF DIRECTOR – ANDREW EDWARDS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purpose of clause 13.4 of the Constitution and for all other purposes, Andrew Edwards, a Director who was appointed on 1 July 2011 retires, and being eligible, is re-elected as a Director.”

3 RESOLUTION 3 – ELECTION OF DIRECTOR – MARK REID

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purpose of clause 13.4 of the Constitution and for all other purposes, Mark Reid, a Director who was appointed on 1 July 2011 retires, and being eligible, is re-elected as a Director.”

4 RESOLUTION 4 – ELECTION OF DIRECTOR – TONY PEARSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purpose of clause 13.4 of the Constitution and for all other purposes, Tony Pearson, a Director who was appointed on 23 December 2010 retires, and being eligible, is re-elected as a Director.”

5 RESOLUTION 5 – RE-ELECTION OF DIRECTOR – NEIL LITHGOW

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purpose of clause 13.2 of the Constitution and for all other purposes, Neil Lithgow, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

6 RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE - PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 80,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form of it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7 RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE – SOUTHGOBI TOP UP SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 921,212 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form of it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

DATED: 19 OCTOBER 2011

BY ORDER OF THE BOARD



**PHILIP RUNDELL
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 2.00pm(WST) on 25 November 2011 at Level 2, Suite 20, 22 Railway Road, Subiaco WA 6008.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1 FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2011 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Company's Annual Financial Report to Shareholders unless specifically requested to do so. The Company's Annual Financial Report is available on its website at www.aspiremininglimited.com

2 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report of the Company for the financial year ending 30 June 2011.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Recent changes to the Corporations Act, provide that if 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) who were in office at the date of the approval of the applicable directors' report must stand for re-election.

If you intend to appoint a member of the Company's Key Management Personnel (including any Director of the Company or the Chairman) or their Closely Related Parties as your proxy, please refer to the important information contained under the heading "Important information concerning proxy votes on Resolution 1" on the inside cover to this meeting documentation.

3 RESOLUTIONS 2 TO 4 – ELECTION OF DIRECTORS (ANDREW EDWARDS, MARK REID AND TONY PEARSON)

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Andrew Edwards and Mark Reid were both appointed on 1 July 2011 and Tony Pearson was appointed on 23 December 2010.

Accordingly, each of Mr Edwards, Mr Reid and Mr Pearson retire in accordance with clause 13.4 of the Constitution and each being eligible seek re-election.

Andrew Edwards is a former senior partner of PricewaterhouseCoopers. Mr Edwards has had a distinguished career with PwC spanning 35 years in Perth, Auckland and Sydney. He served as Managing Partner of the Perth practice for five years and led the Perth Advisory business. Mr Edwards is a past National Vice President of the Financial Services Institute of Australasia (formerly Securities Institute of Australia) and past President of the Western Australian division of that Institute.

Mark Read is the immediate past CEO and Managing Director of ASX listed coal engineering and technology company, Sedgman Ltd. Whilst at Sedgman, Mr Read was responsible for an overseas expansion strategy that led Sedgman to position itself in emerging high-grade coal regions, including Mongolia and Mozambique. Prior to his appointment as CEO of Sedgman, Mr Read was Global General Manager of Mining and Metals and Executive Director of engineering services firm, Sinclair Knight Merz, where he was employed for 20 years.

Tony Pearson has approximately 15 years' experience in the resources, mining and infrastructure sectors. He is the current Vice President Corporate Development with SouthGobi Resources Limited, a leading Mongolian coal producer listed on the Toronto and Hong Kong stock exchanges. He has previously held senior positions with the Australian Securities & Investments Commission, Citigroup's Metals and Mining Investment Banking team and Westpac Banking Corporation. During his time with Citigroup, Mr Pearson advised mining clients on capital raisings, mergers, acquisitions and divestitures, particularly for Asian and Australian mining companies. At Westpac, Mr Pearson was integral to the establishment of the bank's infrastructure and funds management business, focusing on financing and investment activities in the infrastructure and transportation sectors.

4 RESOLUTION 5 – RE-ELECTION OF DIRECTOR (NEIL LITHGOW)

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one third of the Directors for the time being or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who become Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

A Director appointed as an additional Director during the year is not taken into account in determining the Directors who are to retire by rotation.

Each of David McSweeney, Neil Lithgow and Gan Ochir-Zunduisuren were last re-elected at the Company's annual general meeting on 29 November 2010. In accordance with clause 13.2 of the Constitution, the Directors have determined that Neil Lithgow will retire by rotation at the Annual General Meeting and being eligible, will seek re-election.

5 RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE – PLACEMENT

5.1 General

As announced on 12 October 2011, the Company has issued a total of 80,000,000 Shares in a placement to various institutional and sophisticated investor clients of Argonaut Securities Pty Limited, UBS AG, Australia Branch, and Bell Potter Securities Limited, as well as the Company's major shareholder SouthGobi Resources Limited (**SouthGobi**), to raise a total of \$32,800,000 (**Placement**).

Resolution 6 seeks Shareholder approval pursuant to ASX Listing Rule 7.4 for the issue of Shares under the Placement.

5.2 Requirement for Shareholder ratification

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain greater flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.3 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Shares issued under the Placement:

- a) 80,000,000 Shares were allotted under the Placement.
- b) the Shares issued under the Placement were issued by the Company at an issue price of \$0.41 per Share.
- c) The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (e) The allottees of the Shares under the Placement are:
 - institutional and sophisticated investor clients of Argonaut Securities Pty Limited, UBS AG, Australia Branch, and Bell Potter Securities Limited; and
 - SouthGobi,

being persons which are not related parties or associates of a related party of the Company.

- d) The funds raised by the issue of the Shares are to be used to fund further exploration activities, progress with studies and other ancillary matters relating to the development of the Company's Ovoot Coking Coal Project (as more fully described in the Company's Investor Presentation released to ASX on 11 October 2011) and for general working capital purposes.
- e) A voting exclusion statement is included in the Notice of Meeting.

6 RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE – SOUTHGObI TOP UP SHARES

6.1 General

As shareholders may recall, SouthGobi was granted a right to participate in a placement or new issue of Shares under the terms of the placement agreement entered into between the Company and SouthGobi on or about 25 October 2010 (**top up rights**). An overview of these rights, and their duration, are set out in the Company's notice of general meeting dated 11 November 2010.

SouthGobi exercised its top up rights on a number of occasions during the past 12 months to acquire further Shares as a result of the Company issuing Shares upon the exercise of options. SouthGobi acquired a total of 921,212 Shares in the Company by exercising its top up rights in these circumstances. SouthGobi also exercised its top up rights to participate in the Placement (being the subject of Resolution 6).

Resolution 7 seeks Shareholder approval pursuant to ASX Listing Rule 7.4 for the issue of Shares to SouthGobi as a result of the exercise of its top up rights (other than Shares issued in relation to the Placement, which are the subject of Resolution 6).

6.2 Requirement for Shareholder ratification

As set out in the disclosures relating to Resolution 6 above, ratifying this issue under ASX Listing Rule 7.4 allows the Company to retain greater flexibility to issue equity securities in the future up to its full 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.3 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of Shares to SouthGobi as a result of the exercise of its top up rights during the last 12 months (being Shares which are in addition to the Shares issued to SouthGobi under the Placement, details of which are outlined in the disclosures relating to Resolution 6):

- a) a total of 921,212 Shares were allotted to SouthGobi.
- b) these Shares were issued by the Company to SouthGobi at the following issue prices:
 - 425,480 Shares issued on 20 January 2011 at an issue price of \$0.4833 per Share;
 - 124,220 Shares issued on 4 February 2011 at an issue price of \$0.6438 per Share;

- 248,439 Shares issued on 28 March 2011 at an issue price of \$0.6914 per Share;
 - 123,073 Shares issued on 30 August 2011 at an issue price of \$0.4961 per Share;
- c) The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- d) The allottee of these Shares was SouthGobi, being persons which are not related parties or associates of a related party of the Company.
- e) The funds raised by the issue of the Shares were used for general working capital purposes.
- f) A voting exclusion statement is included in the Notice of Meeting.

7 ENQUIRIES

Shareholders are requested to contact the Company Secretary on (+ 61 8) 9287 4555 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- a) a spouse or child of the member; or
- b) a child of the member's spouse; or
- c) a dependent of the member or the member's spouse; or
- d) anyone else who is one of the member's family any may be expected to influence the member or be influenced by the member in the member's dealings with the Company; or
- e) a company the member controls; or
- f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Aspire Mining Limited (ACN 122 417 243).

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any directors of the Company.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolution means a resolution set out in the Notice of Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

PROXY FORM

**APPOINTMENT OF PROXY
ASPIRE MINING LIMITED
ACN 122 417 243**

ANNUAL GENERAL MEETING

I/We
of

being a member of Aspire Mining Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint
Name of proxy

OR the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at 2.00pm (WST), on 25 November 2011 at Level 2, Suite 20, 22 Railway Road, Subiaco WA 6008 and at any adjournment thereof.

Important for Item 1 - If the Chair of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chair of the Meeting to vote in accordance with the Chair's voting intentions on Resolution 1 as set out below. If you do not mark this box, and you have not directed your proxy how to vote on Resolution 1, the Chair of the Meeting will not cast your votes on Resolution 1 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chair of the Meeting as your proxy you can direct the Chair how to vote by either marking the boxes below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chair of the Meeting will vote in favour of Resolution 1).

The Chair of the meeting intends to vote all available proxies in favour of Resolution 1.

I/We direct the Chair of the Meeting to vote in accordance with the Chair's voting intentions on Resolution 1 (except where I/we have indicated a different voting intention below) and acknowledge that the Chair of the Meeting may exercise my proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel and/or even if the Chair of the Meeting has an interest in the outcome of this item and that votes cast by the Chair, other than as proxy holder, would be disregarded because of that interest.

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Election of Director – Andrew Edwards	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Election of Director – Mark Reid	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Election of Director – Tony Pearson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Re-election of Director – Neil Lithgow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Ratification of Prior Issue - Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Ratification of Prior Issue – SouthGobi Top Up Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

Please note: If you mark the abstain box for the Resolution, you are directing your proxy not to vote on the Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Member(s): _____ **Date:** _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

ASPIRE MINING LIMITED
ACN 122 417 243

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.

2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. In deciding whether to direct the proxy how to vote, members should read carefully the section headed "Important information concerning proxy votes on Resolution 1" in the Notice of Meeting, as in some circumstances, undirected proxies may not be voted on that resolution. Where a box is not marked, then subject to the restrictions imposed on voting on Resolution 1, the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.

3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.

5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Aspire Mining Limited, PO Box 1918, Subiaco WA 6904; or
 - (b) facsimile to the Company on facsimile number +61 8 9388 1980; or
 - (c) email to the Company at info@aspiremininglimited.com.

so that it is received not later than 2.00pm(WST) on 23 November 2011.

Proxy forms received later than this time will be invalid.