

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Aspire Mining Limited (Aspire)

ACN/ARSN ACN 122 417 243

1. Details of substantial holder (1)

Name Noble Resources International Pte. Ltd. (NRIPL) on their own behalf and on behalf of each of the companies listed in Annexure A (Noble Group Companies)

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on

20 October 2014

The previous notice was given to the company on

21 February 2013

The previous notice was dated

21 February 2013

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	97,680,052	14.9%	97,680,052	13.89%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
20 October 2014	NRIPL	Dilution of interest in shares following the increase in the share capital of Aspire as a result of a series of issues of new shares.	N/A	N/A	N/A
20 October 2014	Each Noble Group Company	Each Noble Group Company is an associate of NRIPL pursuant to 12(2)(a) of the Act and has a relevant interest in all the shares referred to above by virtue of section 608(3) of the Act.	N/A	N/A	N/A

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
NR IPL	NR IPL	NR IPL	NR IPL is the registered holder of 97,680,052 Aspire shares and so has a relevant interest under section 608(1) of the Act in respect of those shares.	97,680,052 ordinary shares	97,680,052
Each Noble Group Company	NR IPL in respect of 97,680,052 Aspire shares	NR IPL in respect of 97,680,052 Aspire shares	Each Noble Group Company is an associate of NR IPL pursuant to 12(2)(a) of the Act and has a relevant interest in all the shares referred to above by virtue of section 608(3) of the Act.	97,680,052 ordinary shares	97,680,052

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5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable


6. Addresses

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

Name	Address
NR IPL	c/o 18/F MassMutual Tower, 38 Gloucester Road, Hong Kong
Each Noble Group Company	c/o 18/F MassMutual Tower, 38 Gloucester Road, Hong Kong

Signature

print name Rory Moriarty capacity Partner, Clayton Utz

sign here  date 13 February 2015

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

- (6) Include details of:
- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.

- (7) Details of the consideration must include any and all benefits, money 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 on 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This is the Annexure A referred to in the Form 604 (Notice of change of interests of substantial holder) signed by me and dated 13 February 2015.



Rory Moriarty
Partner, Clayton Utz

Noble Group Companies (other than Noble Resources International Pte. Ltd.)

Noble Group Limited	Noble Resources Limited
Asia Rainbow International Limited	Noble Resources UK Limited
Camvill Pty Limited	Onglory Pty Limited
Hamada Construction Engineering Limited	Osendo Pty Limited
Janvel Pty Limited	Parmenter Limited
Maylion Pty Limited	Pioneer Goal Limited
Moony Hill Limited	PT Henrison Inti Persada
Mt Vincent Holdings Pty Limited	PT Pelayaran Nasional Tanjungriau Servis
Noble Americas Corp.	Summer Fortune Limited
Noble Americas Energy Solutions LLC	Territory Resources Limited
Noble Americas Gas & Power Corp.	
Noble Americas Resources Corp.	
Noble Chartering Inc.	
Noble Clean Fuels Limited	
Noble Mount Investments Limited	
Noble Netherlands B.V.	
Noble Petro Inc.	
Noble Resources Group Limited	