

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

| | |
|-----------------------|------------------------------|
| Name of entity | ASPIRE MINING LIMITED |
| ABN | 46 122 417 243 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|-------------------|
| Name of Director | David McSweeney |
| Date of last notice | 12 September 2014 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|---|--|
| Direct or indirect interest | Indirect and Direct |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | David McSweeney ATF The McSweeney Family Trust |
| Date of change | 12 February 2015 |
| No. of securities held prior to change | <p>David McSweeney 200,000 Performance Rights 200,000 Ordinary Shares</p> <p>David McSweeney ATF The McSweeney Family Trust 7,183,962 Ordinary Shares 4,316,981 Class A Options 10,000,000 Performance Options</p> <p>Brookman Resources Pty Ltd ATF The David McSweeney Superannuation Fund 7,000,000 Ordinary Shares</p> |

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| | |
|---|--|
| Class | Class A Options Performance Options |
| Number acquired | Nil. |
| Number disposed | 4,316,981 Class A Options 10,000,000 Performance Options |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Nil, Options expired unexercised. |
| No. of securities held after change | David McSweeney 200,000 Ordinary Shares 200,000 Performance Rights David McSweeney ATF The McSweeney Family Trust 7,183,962 Ordinary Shares Brookman Resources Pty Ltd ATF The David McSweeney Superannuation Fund 7,000,000 Ordinary Shares |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Expiration of unlisted Class A Options and unlisted Performance Options |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|--|
| Detail of contract | |
| Nature of interest | |
| Name of registered holder (if issued securities) | |
| Date of change | |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | |
| Interest acquired | |
| Interest disposed | |

+ See chapter 19 for defined terms.

| | |
|--|--|
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | |
| Interest after change | |

Part 3 – Closed period

| | |
|---|---------------------|
| Were the interests in the securities or contracts detailed above traded during a closed period where prior written clearance was required? | No - not applicable |
| If so, was written clearance provided to allow the trade to proceed during this period? | |
| If prior written clearance was provided, on what date was this provided? | |

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| | |
|-----------------------|------------------------------|
| Name of entity | ASPIRE MINING LIMITED |
| ABN | 46 122 417 243 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|------------------|
| Name of Director | David Paull |
| Date of last notice | 19 December 2014 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|---|--|
| Direct or indirect interest | Direct and Indirect |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | 2Rs Pty Ltd <Paull Family Trust A/C> (David Paull is a director of 2Rs Pty Ltd and a beneficiary of the trust) Red Island Resources Limited (David Paull is a director and 2Rs Pty Ltd is a shareholder of Red Island Resources Limited) |
| Date of change | 12 February 2015 |

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| | |
|---|---|
| No. of securities held prior to change | David Paull 1,000,000 Performance Rights 2Rs Pty Ltd 1,986,792 Ordinary Shares 943,396 Class A Options 20,000,000 Performance Options Red Island Resources Limited 8,100,000 Ordinary Shares 49,000,000 Class A Options 49,000,000 Performance Options |
| Class | Performance Options Class A Options |
| Number acquired | Nil |
| Number disposed | 943,396 Class A Options 20,000,000 Performance Options 49,000,000 Class A Options 49,000,000 Performance Options |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Nil, unlisted Options expired unexercised. |
| No. of securities held after change | David Paull 1,000,000 Performance Rights 2Rs Pty Ltd 1,986,792 Ordinary Shares Red Island Resources Limited 8,100,000 Ordinary Shares |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Expiration of unlisted Class A options, and unlisted Performance Options. |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|---------------------------|--|
| Detail of contract | |
| Nature of interest | |

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| | |
|---|--|
| Name of registered holder (if issued securities) | |
| Date of change | |
| No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small> | |
| Interest acquired | |
| Interest disposed | |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | |
| Interest after change | |

Part 3 – Closed period

| | |
|---|----|
| Were the interests in the securities or contracts detailed above traded during a closed period where prior written clearance was required? | No |
| If so, was written clearance provided to allow the trade to proceed during this period? | |
| If prior written clearance was provided, on what date was this provided? | |

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Introduced 30/9/2001.

| | |
|-----------------------|------------------------------|
| Name of entity | ASPIRE MINING LIMITED |
| ABN | 46 122 417 243 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|------------------|
| Name of Director | Neil Lithgow |
| Date of last notice | 19 December 2014 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| Direct or indirect interest | Indirect |
|---|--|
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | <p>Spectral Investments Pty Ltd <The Lithgow Family Trust A/C> (Neil Lithgow is a director of Spectral Investments Pty Ltd and a beneficiary of the Lithgow Family Trust)</p> <p>Red Island Resources Limited (Neil Lithgow is a director and Big Fish Nominees Pty Ltd is a shareholder of Red Island Resources Limited)</p> <p>Big Fish Nominees Pty Ltd (Neil Lithgow is a director and joint shareholder of Big Fish Nominees Limited)</p> |
| Date of change | 12 February 2015 |

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| | |
|---|--|
| No. of securities held prior to change Spectral Investments Pty Ltd <The Lithgow Family Trust A/C> | 79,278,501 Ordinary Shares 24,000,000 Class A Options |
| Red Island Resources Limited | 8,100,000 Ordinary Shares 49,000,000 Class A Options 49,000,000 Performance Options |
| Big Fish Nominees Pty Ltd | 36,000,000 Performance Options |
| Class | Class A Options Performance Options |
| Number acquired | Nil |
| Number disposed | 24,000,000 Class A Options 49,000,000 Class A Options 49,000,000 Performance Options 36,000,000 Performance Options |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Nil, unlisted Options expired unexercised. |
| No. of securities held after change Spectral Investments Pty Ltd <The Lithgow Family Trust A/C> | 79,278,501 Ordinary Shares |
| Red Island Resources Limited | 8,100,000 Ordinary Shares |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Expiration of unlisted Class A Options, and unlisted Performance Options. |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|--|
| Detail of contract | |
| Nature of interest | |
| Name of registered holder (if issued securities) | |
| Date of change | |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | |

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| | |
|---|--|
| Interest acquired | |
| Interest disposed | |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | |
| Interest after change | |

Part 3 – Closed period

| | |
|---|----|
| Were the interests in the securities or contracts detailed above traded during a closed period where prior written clearance was required? | No |
| If so, was written clearance provided to allow the trade to proceed during this period? | |
| If prior written clearance was provided, on what date was this provided? | |

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