

# Form 603

## Corporations Act 2001 Section 671B

### Notice of initial substantial holder

To: Company Name/Scheme **ASPIRE MINING LIMITED**  
ACN/ARSN **122 417 243**

#### 1. Details of substantial holder (1)

Name Tserenpuntsag Tserendamba  
ACN/ARSN (if applicable)

The holder became a substantial holder on 02/05/2018

#### 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 (Shares)	367,664,380	367,664,380	14.54%

#### 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
Tserenpuntsag Tserendamba	By reason of controlling the exercise of the voting rights attaching to, and the exercise of the power to dispose of, the Shares pursuant to section 608(1)(b) and (c) of the Corporations Act 2001 (Cth) (Act).	367,664,380 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
Tserenpuntsag Tserendamba	MICC LLC	Tserenpuntsag Tserendamba	159,347,696 Shares
Tserenpuntsag Tserendamba	BNP Paribas Nominees Pty Ltd	Tserenpuntsag Tserendamba	208,316,684 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
		Cash	Non-cash	
See Annexure A				

**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 the persons named in this form are as follows:

Name	Address
Tserenpuntsag Tserendamba	#503, Building A2/2, Green Villa, 11th khoroo, Khan-Uul District, Mongolia

**Signature**

print name Tserenpuntsag Tserendamba

capacity Substantial holder

sign here



date 24/5/2018

**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 the 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, 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 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 of Form 603**

This is Annexure A of 1 page referred to in the Form 603 (Notice of initial substantial holder), signed by me and dated 24 May 2018.



**Tserenpuntsag Tserendamba**  
Substantial holder

**Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 of the Form 603, 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 / disposal	Consideration (9)		Class and number of securities acquired (disposed of)
		Cash	Non-cash	
Tserenpuntsag Tserendamba	22/04/2018	\$330,976.17	NA	33,097,617 Shares
Tserenpuntsag Tserendamba	23/04/2018	\$46,000.00	NA	4,000,000 Shares
Tserenpuntsag Tserendamba	24/04/2018	\$22,000.00	NA	2,000,000 Shares
Tserenpuntsag Tserendamba	25/04/2018	\$119,180.00	NA	10,000,000 Shares
Tserenpuntsag Tserendamba	26/04/2018	\$150,323.17	NA	12,527,878 Shares
Tserenpuntsag Tserendamba	29/04/2018	\$69,137.59	NA	5,472,122 Shares
Tserenpuntsag Tserendamba	30/04/2018	\$469,059.94	NA	32,200,000 Shares
Tserenpuntsag Tserendamba	30/04/2018	\$700.00	NA	(50,000 Shares)
Tserenpuntsag Tserendamba	01/05/2018	\$359,371.43	NA	24,000,000 Shares
Tserenpuntsag Tserendamba	01/05/2018	\$14,000.00	NA	(1,000,000 Shares)
Tserenpuntsag Tserendamba	02/05/2018	\$113,596.04	NA	8,000,000 Shares
Tserenpuntsag Tserendamba	03/05/2018	\$120,090.10	NA	8,500,001 Shares
Tserenpuntsag Tserendamba	03/05/2018	\$142,000.00	NA	10,000,000 Shares
Tserenpuntsag Tserendamba	04/05/2018	\$300,000.00	NA	20,000,000 Shares
Tserenpuntsag Tserendamba	04/05/2018	\$835,215.63	NA	55,328,929 Shares
Tserenpuntsag Tserendamba	06/05/2018	\$64,000.00	NA	4,000,000 Shares
Tserenpuntsag Tserendamba	06/05/2018	\$256,000.00	NA	16,000,000 Shares
Tserenpuntsag Tserendamba	07/05/2018	\$31,310.00	NA	2,000,000 Shares
Tserenpuntsag Tserendamba	07/05/2018	\$32,000.00	NA	2,000,000 Shares
Tserenpuntsag Tserendamba	07/05/2018	\$96,000.00	NA	6,000,000 Shares
Tserenpuntsag Tserendamba	08/05/2018	\$30,300.00	NA	2,000,000 Shares
Tserenpuntsag Tserendamba	08/05/2018	\$30,000.00	NA	2,000,000 Shares
Tserenpuntsag Tserendamba	08/05/2018	\$14,000.00	NA	(24,000,000 Shares)
Tserenpuntsag Tserendamba	08/05/2018	\$332,210.56	NA	22,014,037 Shares
Tserenpuntsag Tserendamba	09/05/2018	\$77,770.00	NA	5,000,000 Shares
Tserenpuntsag Tserendamba	09/05/2018	\$105,000.00	NA	7,000,000 Shares
Tserenpuntsag Tserendamba	10/05/2018	\$777,245.96	NA	49,603,613 Shares
Tserenpuntsag Tserendamba	10/05/2018	\$342,000.00	NA	(2,000,000 Shares)
Tserenpuntsag Tserendamba	10/05/2018	\$198,000.00	NA	12,000,000 Shares
Tserenpuntsag Tserendamba	10/05/2018	\$542,354.23	NA	(30,000,000 Shares)
Tserenpuntsag Tserendamba	11/05/2018	\$235,475.13	NA	13,851,478 Shares
Tserenpuntsag Tserendamba	11/05/2018	\$10,073.00	NA	(559,611 Shares)
Tserenpuntsag Tserendamba	13/05/2018	\$11,063.54	NA	614,641 Shares
Tserenpuntsag Tserendamba	13/05/2018	\$146,673.40	NA	8,148,522 Shares
Tserenpuntsag Tserendamba	14/05/2018	\$78,037.83	NA	4,415,153 Shares
Tserenpuntsag Tserendamba	14/05/2018	\$120,000.00	NA	6,000,000 Shares
Tserenpuntsag Tserendamba	22/05/2018	\$166,250	NA	9,500,000 Shares
Tserenpuntsag Tserendamba	22/05/2018	\$315,000	NA	18,000,000 Shares
Tserenpuntsag Tserendamba	23/05/2018	\$51,000	NA	3,000,000 Shares
Tserenpuntsag Tserendamba	23/05/2018	\$122,500	NA	7,000,000 Shares
		<b>Total</b>		<b>367,664,380 Shares</b>