

**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 Lanzoni Limited (Lanzoni) on its own behalf and its other related companies listed in Annexure A (Noble Group Companies)

ACN/ARSN (if applicable) Not applicable

There was a change in the interests of the substantial holder on 21 December 2011

The previous notice was given to the company on 21 March 2011

The previous notice was dated 21 March 2011

**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	46,155,707	8.6%	62,680,052	10.1%

**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
21 December 2011	Lanzoni	Lanzoni has acquired Aspire ordinary shares via an on-market purchase. Details are in Annexure B.	See Annexure B.	16,524,345 ordinary shares	16,524,345
21 December 2011	Each Noble Group Company	The relevant interest of each Noble Group Company moved in line with the relevant interest of Lanzoni.	Not applicable	16,524,345 ordinary shares	16,524,345

**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
Lanzoni	Lanzoni	Lanzoni	Lanzoni is the registered holder of 62,680,052 Aspire shares and so has a relevant interest under section 608(1) of the Act in respect of those shares.	62,680,052 ordinary shares	62,680,052
Each Noble Group Company	Lanzoni in respect of 62,680,052 Aspire shares	Lanzoni in respect of 62,680,052 Aspire shares.	Each Noble Group Company is an associate of Lanzoni under section 12(2)(a) of the Act and so has a relevant interest under section 608(3)(a) of the Act in the Aspire shares held by Lanzoni.	62,680,052 ordinary shares	62,680,052

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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:

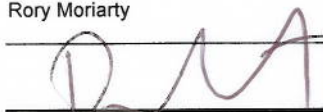
Name	Address
Lanzoni Limited	c/o- 18/F MassMutual Tower, 38 Gloucester Road, Hong Kong
Each Noble Group Company	c/o- 18/F MassMutual Tower, 38 Gloucester Road, Hong Kong

### Signature

print name Rory Moriarty

capacity Attorney

sign here



date 22 December 2011

#### 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 22 December 2011.



Rory Moriarty  
Attorney, Lanzoni Limited  
22 December 2011

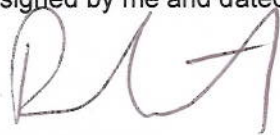
### Noble Group Companies

Noble Group Limited	Noble Mount Investments Limited
Chongqing Xinfu Food Co., Ltd	Noble Netherlands B.V.
Cocaf Ivoire S.A.	Noble Paraguay Sociedad Anonima
Crawley Resources Limited	Noble Petro Inc.
Evera Sociedad Anonima Comercial	Noble Resources Group Limited
Gloucester Coal Ltd	Noble Resources Limited
Janvel Pty Limited	Noble Resources Pte. Ltd.
Jonesville Limited	Noble Resources SA
Longkou Xinlong Edible Oil Co., Ltd.	Noble Resources UK Limited
Lonner Pty Limited	Noble Trade Finance Hong Kong Limited
Nantong Noble Grain and Protein Co., Ltd.	Onglory Pty Limited
Noble Americas Corp.	Osendo Pty Limited
Noble Americas Energy Solutions LLC	PT Henrison Inti Persada
Noble Americas Gas & Power Corp.	PT Pelayaran Nasional Tanjungriau Servis
Noble Argentina S.A.	PT Sanga Coal Indonesia
Noble Brasil S.A.	Qinzhou Dayang Cereals and Oils Company Limited
Noble Carbon Credits Limited	Ravenca Limited
Noble Chartering Inc.	Stelmont Group Limited
Noble Chartering Limited	Summer Fortune Limited
Noble Clean Fuels Limited	Territory Mineral Sands Pty Ltd
Noble Europe Limited	Territory Resources Limited

## Annexure B

### Aspire shares acquired by Lanzoni

This is the Annexure B referred to in the Form 604 (Notice of change of interests of substantial holder) signed by me and dated 22 December 2011.



Rory Moriarty  
Attorney, Lanzoni Limited  
22 December 2011

### Aspire shares acquired by Lanzoni

The following table sets out the Aspire shares acquired by Lanzoni since the date of the last Form 603 lodged by Lanzoni (on 21 March 2011).

Date of Acquisition	No. of shares	Purchase Price
21-Mar-11	1,000,000	A\$0.6937
15-Apr-11	103,519	A\$0.9746
18-Apr-11	761,264	A\$0.9769
9-May-11	315,000	A\$0.7380
10-May-11	1,000,000	A\$0.7888
11-May-11	480,000	A\$0.7948
12-May-11	1,000,000	A\$0.7807
13-May-11	800,000	A\$0.7739
15-Dec-11	411,000	A\$0.2975
16-Dec-11	365,607	A\$0.3054
19-Dec-11	1,025,063	A\$0.2965
20-Dec-11	1,753,312	A\$0.3039
21-Dec-11	7,509,580	A\$0.3500