

FAX 01-2-9347 0005

ASX - MARKET ANNOUNCEMENT TEAM

79/13

**Form 604**

Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

1. Company Name/Scheme ASPIRE MINING LIMITED

ACN/ARSN (ABN 46-122-417-243)

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

Name QUAM SECURITIES COMPANY LIMITED - AS BROKER/  
ACN/ARSN (if applicable) DEALER NOMINEE FOR ACCOUNT CLIENT.

There was a change in the interests of the substantial holder on 31/10/2014

The previous notice was given to the company on 29/10/2014 (FORM 603)

The previous notice was dated (FORM 603) 29/10/2014

**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                | 63,498,316      | 9.026%           | 63,498,316     | 9.026%           |
|                         |                 |                  |                |                  |

**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 |
|----------------|--|-----------------------|---|---|-------------------------|
| 31-10-2014     | SOUTHCOAST RESOURCES                   | DISPOSAL BY PLACEMENT | AUD 1,587,457.90                              | ORD. 63,498,316                         | 9.026%                  |
|                |  |                       |   |   |                         |

**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 |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
|                             | QUAM SECURITIES COMPANY LIMITED | FOR ACCOUNT CLIENT                             | PURCHASE BY PLACEMENT           | ORD. 63,498,316                | 9.026%         |
|                             | AS BROKER DEALER NOMINEE        |  |                                 |                                |                |

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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 |
|-----------------------------------|-----------------------|
| FOR ACCOUNT CLIENT                | FOR ACCOUNT CLIENT    |
|                                   |                       |

**6. Addresses**

The addresses of persons named in this form are as follows

| Name                            | Address   |
|---------------------------------|---|
| QUAM SECURITIES COMPANY LIMITED | CHINA BUILDING 18 FLOOR 29 QUEEN'S ROAD CENTRAL HONG KONG |

**Signature**

print name SEN HUI KWUN capacity DIRECTOR.  
 sign here for and on behalf of QUAM SECURITIES CO. LTD. date 31/10/2014  
[Signature]  
 Authorized Signature(s)

**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 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.
- (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.

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31 October 2014

**Australian Stock Exchange**

**ASX - Market Announcements Team - Substantial Shareholder Interest**

**Fax – 61 2 93470005**

1. We, Quam Securities Company Limited (a broker/dealer licensed in Hong Kong – SFC – CE nos CE AAC 577) have been mandated by South Gobi Resources Limited, the current holder of 63,498,316 shares in an ASX listed issuer – Aspire Mining Limited, to dispose by way of placement at a price of AUD 0.025 cents per share. This was made by private treaty and effected this day 31 October 2014.
2. We have effected placement of the entire block (63,498,316) of Aspire Mining Shares to various places.
3. We continue to hold as Registered Holder a total of 63,498,316 ordinary shares in Aspire Mining limited for and on behalf of account client.
4. This statement accompanies Form 604 – Notice of Change of Interest of substantial holder

Quam Securities Company Limited