

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	Neil Lithgow
Date of last notice	20 October 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>	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) Red Island Resources Limited (Neil Lithgow is a director and Big Fish Nominees Pty Ltd is a shareholder of Red Island Resources Limited) Big Fish Nominees Pty Ltd (Neil Lithgow is a director and joint shareholder of Big Fish Nominees Limited)
Date of change	19 December 2014

+ See chapter 19 for defined terms.

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No. of securities held prior to change Spectral Investments Pty Ltd <The Lithgow Family Trust A/C>	68,778,501 Ordinary Shares 24,000,000 Class A Options
Red Island Resources Limited	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	Ordinary Shares
Number acquired	Spectral Investments Pty Ltd 10,500,000 Ordinary Shares Red Island Resources Limited 8,000,000 Ordinary Shares
Number disposed	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	2.50 cents per share
No. of securities held after 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
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Off-market trade

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

+ See chapter 19 for defined terms.

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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