

RioTinto

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Company Secretary
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27 August 2013

Form 604 - Notice of change of interest of substantial holder

Attached is a Form 604 (Notice of change of interest of substantial holder) given on behalf of Rio Tinto plc in respect of the relevant interest of Rio Tinto plc and its subsidiaries in the issued share capital of Aspire Mining Limited.

Yours faithfully



Tim Paine
Assistant secretary
Rio Tinto plc

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Aspire Mining Limited

ACN/ARSN ACN 112 417 243

1. Details of substantial holder (1)

Name Rio Tinto plc and each other entity listed at Note 1 of Annexure A (the *Substantial Shareholders*)

ACN/ARSN (if applicable) _____

There were changes in the interests of the substantial holders between _____

18/10/2011 to 23/05/2013

The previous notice was given to the company on _____

13/10/2011

The previous notice was dated _____

13/10/2011

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)
Fully paid ordinary shares	109,199,137	20.20% of 540,594,556	123,498,316	18.76% of 658,247,056

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
Refer to Note 2 in Annexure A	The Substantial Shareholders	Refer to Note 2 in Annexure A	Refer to Note 2 in Annexure A	Refer to Note 2 in Annexure A	Refer to Note 2 in Annexure A

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
SouthGobi Resources Ltd	SouthGobi Resources Ltd	SouthGobi Resources Ltd	Registered holder	123,498,316 ordinary shares	123,498,316
Each other Substantial Shareholder	SouthGobi Resources Ltd	SouthGobi Resources Ltd	Deemed relevant interest or voting power under the Corporations Act in respect of the relevant interest held by SouthGobi Resources Ltd, to the extent applicable	123,498,316 ordinary shares	123,498,316

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:

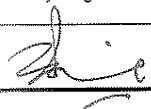
Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
C/o Rio Tinto plc	2 Eastbourne Terrace, London, W2 6LG, United Kingdom

Signature

print name	Timothy Angus Paine	capacity	Assistant Secretary
sign here		date	27 /08/2013

DIRECTIONS

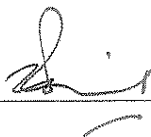
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially 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 Annexure A of 1 page referred to in ASIC Form 604 "Notice of change of interests of substantial holder" prepared by Rio Tinto plc in respect of Aspire Mining Limited (ACN 112 417 243).

Signed by me and dated 27 August 2013



Signature

Timothy Angus Paine

Print Name

Assistant Secretary

Title

Note 1**Substantial Shareholders**

- (A) Rio Tinto plc;
 - (B) Turquoise Hill Resources Ltd. and each of its subsidiaries, including SouthGobi Resources Ltd.;
 - (C) Rio Tinto plc's subsidiaries other than those referred to in (B) above;
 - (D) Rio Tinto Limited and each of its subsidiaries,
- (collectively, **the Substantial Shareholders**).

Note 2

The following table summarises the issues of fully paid ordinary shares (**Shares**) by Aspire Mining Limited (**AML**), and the changes in the number of shares in which Substantial Shareholders have a relevant interest, since the last Notice of change of interests of substantial holder dated 13 October 2011.

	Date	Details	Increase in Substantial Shareholders' interest	AML Shares on issue
1.	18/10/11	The issue of 80,000,000 Shares at A\$0.41 per share, pursuant to a placement	14,229,179	620,594,556
2.	21/02/13	The issue of 35,000,000 Shares at A\$0.08 per share	-	655,594,556
3.	23/05/13	The issue of 2,653,500 Shares for nil consideration	-	658,247,056

