ASPIRE MINING LTD
ABN 46 122 417 243

INTERIM FINANCIAL REPORT
31 DECEMBER 2015

CORPORATE INFORMATION

Directors

David McSweeney (Non-Executive Chairman)
David Paull (Managing Director)
Neil Lithgow (Non-Executive Director)
Hannah Badenach (Non-Executive Director)

Company secretary

Philip Rundell

Registered office and Australian principal place of business

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ULAANBAATAR

Share Registery

Security Transfer Registrars Pty Ltd
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APPLECROSS WA 6153
Telephone: (08) 9315 2333

Solicitors

Corrs Chambers Westgarth Lawyers
Level 15, Woodside Plaza
240 St Georges Terrace
PERTH WA 6000

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Bankers

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Auditors

Australia
HLB Mann Judd
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Securities Exchange Listing

AKM

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DIRECTORS' REPORT

Your directors submit the financial report of the consolidated entity consisting of Aspire Mining Limited ("Aspire" or "Company") and its controlled entities ("Group") for the half-year ended 31 December 2015. In order to comply with the provisions of the Corporations Act 2001, the directors report as follows:

Directors

The names of directors who held office during or since the end of the interim period and until the date of this report are noted below. Directors were in office for this entire period unless otherwise stated.

David McSweeney	Non-Executive Chairman
David Paull	Managing Director
Neil Lithgow	Non-Executive Director
Sado Demchigsuren Turbat	Non-Executive Director (resigned 29 January 2016)
Hannah Badenach	Non-Executive Director

Operating Results

The loss of the Group for the half-year after income tax was $1,271,699 (2014: $11,775,442). The 2014 result was impacted by a $10.2 million write-down of the evaluation expenditure incurred on Northern Railways.

Review of Operations

Aspire Mining Limited ("Aspire" or the "Company") is focussed on the exploration and development of metallurgical coal assets in Mongolia. The Company is the largest coal tenement holder in the expansive Orkhon-Selenge Coal Basin in northern Mongolia. Aspire currently owns a 100% interest in the large scale, world class Ovoot Coking Coal Project ("Ovoot Project"), the second largest coking coal project by reported reserves in Mongolia, and a 100% interest in the Jilchigbulag Coal Project.

Aspire holds a 50% interest in the Ekhgoviin Chuluu Joint Venture ("ECJV") with the Noble Group holding the other 50% interest. The ECJV's main asset is a 90% interest in the Nuurstei Coking Coal Project ("Nuurstei").

Northern Railways LLC ("Northern Railways") is Aspire's wholly owned Mongolian rail infrastructure subsidiary responsible for activities associated with the commercialisation and future development of the 547km Erdenet – Ovoot railway in northern Mongolia ("Rail Project"). The Rail Project is a Mongolian Government supported priority rail project representing the first phase of an important rail system which will link to Russia and provide accessibility for coal and other exports from northern Mongolia and Russia.

Ovoot Coking Coal Project

During the period,

1. Revised mining costs were received indicating a 22% reduction against pre-feasibility cost estimates prepared in 2012 and which reconfirms the Ovoot Project as a low cost producer.

2. A gravity survey was completed and highlights new areas of mid and high exploration potential surrounding the Ovoot Project Mining Licence.

3. A Geophysical Report to explore the internal structure of the coal bearing depressions was received and confirmed the potential to increase the existing Ovoot Project Coal Resources and Reserves.

Ekhgoviin Chuluu Joint Venture

During the period, the ECJV:

1. Completed its 2015 exploration programme. A total of 24 non-core holes and 31 PQ holes were drilled and the results indicate a large number of steeply dipping and banded coal seams and expanded the strike length of correlated seams.

2. Received the results of proximate analysis, washability test work and petrography results from a number of drill holes which confirmed the Nuurstei coal as being a moderate to high ash coal, with mid-low volatility and excellent coking properties.

The ECJV will continue to analyse the results of its 2015 exploration programme to consider undertaking a scoping study to assess the economics of a mining operation based on initial road transport to the existing rail head at Erdenet.

DIRECTORS' REPORT (continued)

Rail Infrastructure – Northern Railways LLC
Significant achievements by or in relation to the Rail Project by Northern Railways during the period included:

1. The grant by the Government of Mongolia for the exclusive right to build and operate the Rail Project under the terms agreed within a Concession Agreement executed in September 2015;
2. The Government of Mongolia granting a Construction Licence for the Rail Project;
3. The Mongolian Ministry of Roads and Transport, Mongolian Railways and Northern Railways agreeing on the connection point at Erdenet;
4. Negotiations being completed to resolve a potential land use conflict, allowing for final approval of the alignment and grant of the land strip;
5. Commencement of the Rail Project First Stage Feasibility Study;
6. Completion of scoping studies confirming that there are no technical obstacles in extending the rail from Ovoot to the Russian town of Kyzyl to create an international rail corridor to facilitate three way trade between Russia, China and Mongolia in-line with China's Silk Road initiative and Mongolian and Russian rail policy; and
7. Noble providing $909,064 as its contribution to expenditure incurred in obtaining the Concession Agreement.

Corporate
Aspire had 928,288,306 fully paid ordinary listed shares on issue at the end of the half-year (30 June 2015: 928,288,306 fully paid ordinary shares) and 188,912,500 listed Options (30 June 2015: 188,912,500 Options).

During the period, 40,000,000 Performance Rights were issued to the Rail Project consultant that vest if and when the consultant introduces a proposal to fund at least 70% of the required capital to construct the Rail Project.

Cash at Bank
Cash and cash equivalents held by the consolidated entity at the end of the half-year was $1,422,607 (30 June 2015: $4,036,016).

Significant Subsequent Events

Subsequent to the balance date:

1) Sado Demchigsuren Turbat resigned as a non-executive director on 29 January 2016; and
2) Aspire and Noble agreed that the repayment date for the US$5 million loan provided by the Noble Group under the 2013 Facility Agreement be extended by a further 2 years to 15 March 2018 with interest payable twelve months in arrears.

In addition, the Company has also agreed with Noble that:

1. Aspire grant Noble additional marketing rights over sold Ovoot Project coking coal to bring Noble's total marketing rights to 52.5% over a 20 year period, with an additional 7.5% if the US$5 million loan is not repaid by 15 March 2017;
2. Aspire extend the period by 12 months to 17 March 2017 within which Noble is offered securities under any capital raising sufficient to maintain Noble's interest in Aspire on an undiluted basis; and
3. The period for Aspire to exercise its option to acquire Noble's interest in the ECJV is extended to 10 March 2017.

There have been no other significant events subsequent to the reporting date requiring disclosure in this report.

DIRECTORS' REPORT (continued)

Auditor's Independence Declaration

Section 307C of the Corporations Act 2001 requires our auditors, HLB Mann Judd, to provide the directors of the company with an Independence Declaration in relation to the review of the interim financial report. This Independence Declaration is set out on page 4 and forms part of this directors' report for the half-year ended 31 December 2015.

This report is signed in accordance with a resolution of the Board of Directors made pursuant to section 306(3) of the *Corporations Act 2001*.

David Paull
Managing Director
15 March 2016

HLB Mann Judd

Accountants | Business and Financial Advisers

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the interim financial report of Aspire Mining Limited for the half-year ended 31 December 2015, I declare that to the best of my knowledge and belief, there have been no contraventions of:

a) the auditor independence requirements of the Corporations Act 2001 in relation to the review; and

b) any applicable code of professional conduct in relation to the review.

Perth, Western Australia	**N G Neill**
15 March 2016	**Partner**

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CONDENSED STATEMENT OF COMPREHENSIVE INCOME
FOR THE HALF-YEAR ENDED 31 DECEMBER 2015

	Note	Consolidated 2015 $	Consolidated 2014 $
Interest revenue		25,232	56,773
Foreign exchange losses		62,545	72,384
Exploration and evaluation expenditure impaired	4	(307,565)	(10,268,970)
Recovery of exploration and evaluation expenditure previously impaired		909,064	-
Employee benefits expense		(292,015)	(521,529)
Share based payments reversal/(expense)		(47,638)	114,091
Interest expense		(318,207)	(258,256)
Other expenses	2	(1,302,672)	(1,451,354)
Loss before income tax expense		**(1,271,256)**	**(12,256,861)**
Income tax (expense)/benefit	3	(443)	481,419
Net loss for the period		**(1,271,699)**	**(11,775,442)**
Other comprehensive income			
Items that may be reclassified to profit or loss			
Exchange differences on translation of foreign operations		256,605	2,922,942
Other comprehensive income for the period, net of tax		**256,605**	**2,922,942**
Total comprehensive result for the period		**(1,015,094)**	**(8,852,500)**
Basic loss per share (cents per share)		(0.14)	(0.10)

The accompanying notes form part of these financial statements

CONDENSED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2015

	Note	Consolidated 31 Dec 2015 $	Consolidated 30 June 2015 $
Assets			
Current Assets			
Cash and cash equivalents		1,422,607	4,036,016
Trade and other receivables		334,525	415,730
Total Current Assets		**1,757,132**	**4,451,746**
Non-Current Assets			
Deferred exploration and evaluation expenditure	4	40,858,252	39,089,179
Property, plant and equipment		317,144	325,271
Intangible asset		2,079	9,877
Total Non-Current Assets		**41,177,475**	**39,424,327**
Total Assets		**42,934,607**	**43,876,073**
Liabilities			
Current Liabilities			
Trade and other payables		230,267	513,012
Borrowings	5	6,851,193	6,531,680
Total Current Liabilities		**7,081,460**	**7,044,692**
Total Liabilities		**7,081,460**	**7,044,692**
Net Assets		**35,853,147**	**36,831,381**
Equity			
Issued capital	6	79,890,073	79,900,851
Reserves		(1,711,146)	(2,015,389)
Accumulated losses		(42,325,780)	(41,054,081)
Total Equity		**35,853,147**	**36,831,381**

The accompanying notes form part of these financial statements.

CONDENSED STATEMENT OF CHANGES IN EQUITY
FOR THE HALF-YEAR ENDED 31 DECEMBER 2015

	Issued capital	Accumulated losses	Share based payments reserve	Foreign Currency translation reserve	Total equity
	$	$	$	$	$
Balance at 1 July 2014	73,391,689	(26,732,986)	899,719	(6,248,207)	41,310,215
Shares issued during the period	2,093,900	-	-	-	2,093,900
Share based payment (reversal)/expense	-	-	(114,091)	-	(114,091)
Transfer on issue of shares on vested performance rights	72,447	-	(72,447)	-	-
Transfer on exercise of options	40,038	-	(40,038)	-	-
Exchange differences arising on translation of foreign operations	-	-	-	2,922,942	2,922,942
Loss for the period	-	(11,775,442)	-	-	(11,775,442)
Balance at 31 December 2014	**75,598,074**	**(38,508,428)**	**673,143**	**(3,325,265)**	**34,437,524**
Balance at 1 July 2015	79,900,851	(41,054,081)	793,366	(2,808,755)	36,831,381
Share issue costs	(10,778)	-	-	-	(10,778)
Performance rights value brought to account	-	-	47,638	-	47,638
Exchange differences arising on translation of foreign operations	-	-	-	256,605	256,605
Loss for the period	-	(1,271,699)	-	-	(1,271,699)
Balance at 31 December 2015	**79,890,073**	**(42,325,780)**	**841,004**	**(2,552,150)**	**35,853,147**

The accompanying notes form part of these financial statements

CONDENSED STATEMENT OF CASH FLOWS
FOR THE HALF-YEAR ENDED 31 DECEMBER 2015

	Consolidated 2015 $	Consolidated 2014 $
	Inflows/(Outflows)	
Cash flows from operating activities		
Payments to suppliers and employees	(1,793,884)	(2,147,643)
Interest received	28,386	67,087
Interest paid	(314,213)	(247,715)
Income tax paid	(443)	-
Net cash used in operating activities	**(2,080,154)**	**(2,328,271)**
Cash flows from investing activities		
Exploration and evaluation expenditure	(1,487,275)	(1,268,280)
Recovery of exploration and evaluation expenditure previously impaired	909,064	-
Payments for property, plant & equipment	(13,424)	(52,369)
Proceeds from sale of property, plant & equipment	24,430	-
Net cash used in investing activities	**(567,205)**	**(1,320,649)**
Cash flows from financing activities		
Proceeds from /(costs of) the issue of shares	(32,196)	2,093,900
Net cash (used in)/provided by financing activities	**(32,196)**	**2,093,900**
Net decrease in cash held	(2,679,555)	(1,555,020)
Cash and cash equivalents at the beginning of the period	4,036,016	3,543,945
Effects of exchange rate fluctuations on cash held	66,146	(71,187)
Cash and cash equivalents at the end of the period	**1,422,607**	**1,917,738**

The accompanying notes form part of these financial statements

NOTES TO THE CONDENSED FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2015

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The interim financial statements are general purpose financial statements prepared in accordance with the requirements of the Corporations Act 2001, applicable accounting standards including AASB 134 'Interim Financial Reporting', Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board ('AASB'). Compliance with AASB 134 ensures compliance with IAS 34 'Interim Financial Reporting'.

This condensed half-year report does not include full disclosures of the type normally included in an annual financial report. Therefore, it cannot be expected to provide as full an understanding of the financial performance, financial position and cash flows of the consolidated entity as in the full financial report.

It is recommended that this financial report be read in conjunction with the annual financial report for the year ended 30 June 2015 and any public announcements made by Aspire Mining Limited during the half-year in accordance with continuous disclosure requirements arising under the Corporations Act 2001 and the ASX Listing Rules.

Basis of preparation

The interim report has been prepared on a historical cost basis, except for the valuation of share based payments. Cost is based on the fair value of the consideration given in exchange for assets. The consolidated entity is domiciled in Australia and all amounts are presented in Australian dollars, unless otherwise noted.

For the purpose of preparing the interim report, the half-year has been treated as a discrete reporting period.

Going concern

The 31 December 2015 financial report has been prepared on the going concern basis that contemplates the continuity of normal business activities and the realisation of assets and discharge of its liabilities as and when they fall due, in the ordinary course of business. For the period ended 31 December 2015, the Group recorded a net loss of $1,271,699 and has a net working capital deficiency of $5,324,328 (30 June 2015: deficiency of $2,592,946). The Group has a loan of US$5 million repayable to Noble Resources. Subsequent to balance date, the loan repayment date has been extended to 15 March 2018.

Based on the Group's cash flow forecast, which is dependent on results from planned activity, it is likely that the Group will need to access additional working capital in the coming 12 months to continue its activities and to ensure the realisation of assets on an orderly basis and the discharge of its liabilities as and when they fall due.

The directors are confident that the Company will be successful in raising additional funds through the issue of new equity, or sale of assets, should the need arise. The directors are also aware that the Group has the option, if necessary, to defer expenditure or relinquish certain projects and reduce administration costs in order to minimise its capital raising requirements. Based on these facts, the directors consider the going concern basis of preparation to be appropriate for this financial report.

If the Company is unsuccessful in raising additional funds either through the issue of new equity, or by the sale of assets, there is a material uncertainty which may cast doubt as to whether or not the Group will be able to continue as a going concern and therefore, whether it will realise its assets and discharge its liabilities as and when they fall due and in the normal course of business and at the amounts stated in the financial report.

Adoption of new and revised standards

The Group has adopted all of the new and revised standards and interpretations issued by the Australian Accounting Standards Board that are relevant to its operations and effective for the current period.

NOTES TO THE CONDENSED FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2015

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Significant accounting judgments and key estimates

The preparation of interim financial reports requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

The significant judgments made by management in applying the consolidated entity's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial report for the year ended 30 June 2015.

Accounting policies and methods of computation

The accounting policies and methods of computation adopted are consistent with those of the previous financial year and corresponding interim reporting period. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

NOTE 2: LOSS BEFORE INCOME TAX EXPENSE

	Consolidated 31 December 2015 $	Consolidated 31 December 2014 $
The following other expense items are relevant in explaining the financial performance for the half-year:		
Accountancy and audit fees	87,318	24,906
Consultants' fees	377,523	468,751
Directors' fees	99,222	268,991
Insurance	36,386	32,672
Legal fees	165,743	31,342
Rent & outgoings	133,288	241,887
Research and development tax incentive fees	-	101,385
Travel and accommodation	76,814	71,306

NOTES TO THE CONDENSED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2015

NOTE 3: INCOME TAX BENEFIT

	Consolidated 31 December 2015 $	Consolidated 31 December 2014 $
Research and development tax incentive 2014	-	482,788
	-	482,788
Income tax expense on Mongolian operations	(443)	(1,369)
Income tax (expense)/ benefit	**(443)**	**481,419**

NOTE 4: EXPLORATION AND EVALUATION EXPENDITURE

	Consolidated Six Months Ended 31 December 2015 $	Consolidated Year Ended 30 June 2015 $
Costs carried forward in respect of areas of interest in the following phases:		
Exploration and evaluation phase – at cost		
Balance at beginning of the period	39,089,179	42,647,350
• Expenditure incurred in the period	1,514,215	2,505,458
• Foreign exchange differences	562,423	4,357,403
• Expenditure impaired in the period	(307,565)	(10,421,032)
Total exploration and evaluation expenditure	**40,858,252**	**39,089,179**

Exploration expenditure incurred on projects other than the Ovoot Coking Coal Project and Nuurstei ECJC has been impaired, written-off or expensed as that expenditure is not expected to be recouped through successful development and exploration of the areas of interest, or alternatively, by sale. The recoupment of the expenditure that has been carried forward is dependent upon the successful development and commercial exploitation or sale of the respective areas.

NOTE 5: BORROWINGS

In January 2013, Noble Group confirmed its support for the future development for the Ovoot Coking Coal Project by a series of agreements with the Company and/or certain of its subsidiaries. The agreements were implemented on 21 February 2013 and include a Facility Agreement to provide on commercial terms a US$5m loan to assist with rail pre-development expenditures. The Facility Agreement was entered into on 21 February 2013 and drawdowns of USD3 million and USD2 million were made on 10 May 2013 and 8 July 2013, respectively. The Company's 50% ownership interest in the ECJV is provided as security. In March 2016, the Company has agreed with Noble that the repayment date be extended to15 March 2018.

NOTES TO THE CONDENSED FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2015

NOTE 6: ISSUED CAPITAL

	Consolidated 31 December 2015 $	Consolidated 30 June 2015 $
Ordinary shares		
Issued and fully paid	**79,890,073**	**79,900,851**

	No.	$.
Movements in ordinary shares on issue		
1 July 2015	928,288,306	79,900,851
Costs of issues	-	(10,778)
31 December 2015	**928,288,306**	**79,890,073**

NOTE 7: OPTIONS AND PERFORMANCE RIGHTS ON ISSUE

	Consolidated 31 December 2015 No	Consolidated 30 June 2015 No
Listed Options exercisable at 3 cents per option before 15 June 2017	188,912,500	188,912,500
Performance Rights	46,500,000	6,500,000

The value of the Performance Rights on issue is based on the number of Performance Rights granted multiplied by the prevailing Share price at the date of the grant of the Performance Rights. The value of the Performance Rights is taken to the Share Based Payments Reserve progressively over the period the Performance Rights are expected to vest.

The vesting requirements applicable to 6,500,000 Performance Rights are based on achievement of operational and strategic milestones by the Managing Director. The probabilities of achievement of the milestones have been considered individually and are assessed at 100%.

The vesting requirements applicable to 40,000,000 Performance Rights issued to the consultant are based on execution of a Concession Agreement to build and operate the Ovoot to Erdenet Northern Railway and provision by 31 December 2016 of an offer to fund 70% of the funding required to build the railway. No expense has been recognised as currently there is no expectation that the performance milestones will be met.

NOTE 8: FINANCIAL INSTRUMENTS

The Directors consider that the carrying value of the financial assets and liabilities as recognised in the Condensed Statement of Financial Position approximate their fair values.

NOTE 9: CONTINGENT LIABILITIES

There has been no change in contingent liabilities since the last annual reporting date.

NOTES TO THE CONDENSED FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2015

NOTE 10: SEGMENT REPORTING

Segment information is presented in the interim financial statements in respect of the consolidated entity's geographical segments, which are the primary basis for segment reporting. The consolidated entity operates in a single business segment, namely natural resources exploration.

Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly income earning assets, interest income, corporate assets and corporate expenses.

The consolidated entity operated in two distinct geographical segments, Australia and Mongolia. These segments were determined based on the location of the consolidated entity's assets.

Geographical segments

	Australia $	Mongolia $	Singapore $	Total $
31 December 2015				
Segment income	19,764	5,468	-	25,232
Segment administrative expenses	(807,421)	(712,783)	(11,938)	(1,532,142)
Segment interest	-	-	(318,207)	(318,207)
Segment share based payments	(47,638)	-	-	(47,638)
Segment exploration and evaluation expenditure impairment	-	(307,565)	-	(307,565)
Segment recovery of exploration and evaluation expenditure	-	909,064	-	909,064
Segment income tax expense	-	(443)	-	(443)
Segment result	(835,295)	(106,259)	(330,145)	(1,271,699)
Loss from ordinary activities after related income tax expense				(1,271,699)
Segment assets	1,275,205	41,652,406	6,996	42,934,607
Segment liabilities	110,304	34,324	6936,832	7,081,460

	Australia $	Mongolia $	Singapore $	Total $
31 December 2014				
Segment income	43,080	13,693	-	56,773
Segment administrative expenses	(1,237,909)	(654,037)	(8,552)	(1,900,498)
Segment interest	-	-	(258,256)	(258,256)
Segment share based payments	114,090	-	-	114,090
Segment exploration impairment	-	(10,268,970)	-	(10,268,970)
Segment income tax benefit/(expense)	482,788	(1,369)	-	481,419
Segment result	(597,951)	(10,910,683)	(266,808)	(11,775,442)
Loss from ordinary activities after related income tax expense				(11,775,442)
Segment assets	2,322,930	38,681,548	5,578	41,010,056
Segment liabilities	222,890	133,711	6,215,931	6,572,532

NOTES TO THE CONDENSED FINANCIAL STATEMENTS
FOR THE HALF-YEAR ENDED 31 DECEMBER 2015

NOTE 11: EVENTS SUBSEQUENT TO REPORTING DATE

Subsequent to the balance date:

1) Sado Demchigsuren Turbat resigned as a non-executive director on 29 January 2016; and

2) Aspire and Noble agreed that the repayment date for the US$5 million loan provided by the Noble Group under the 2013 Facility Agreement be extended by a further 2 years to 15 March 2018 with interest payable twelve months in arrears.

In addition, the Company has also agreed with Noble that:

1. Aspire grant Noble additional marketing rights over sold Ovoot Project coking coal to bring Noble's total marketing rights to 52.5% over a 20 year period, with an additional 7.5% if the US$5 million loan is not repaid by 15 March 2017;

2. Aspire extend the period by 12 months to 17 March 2017 within which Noble is offered securities under any capital raising sufficient to maintain Noble's interest in Aspire on an undiluted basis; and

3. The period for Aspire to exercise its option to acquire Noble's interest in the ECJV is extended to 10 March 2017.

There have been no other significant events subsequent to the reporting date requiring disclosure in this report.

DIRECTORS' DECLARATION

In the opinion of the Directors of Aspire Mining Limited ('the company'):

1. The financial statements and notes thereto, as set out on pages 5 to 14, are in accordance with the Corporations Act 2001 including:

    a. complying with Accounting Standard AASB 134: Interim Financial Reporting and the Corporations Regulations 2001 and other mandatory professional reporting requirements; and

    b. giving a true and fair view of the consolidated entity's financial position as at 31 December 2015 and of its performance for the half-year then ended.

2. there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

This declaration is signed in accordance with a resolution of the Board of Directors made pursuant to s.303 (5) of the Corporations Act 2001.

David Paull
Managing Director
15 March 2016

HLB Mann Judd

Accountants | Business and Financial Advisers

INDEPENDENT AUDITOR'S REVIEW REPORT
To the members of Aspire Mining Limited

Report on the Condensed Half-Year Financial Report

We have reviewed the accompanying half-year financial report of Aspire Mining Limited ("the company") which comprises the condensed statement of financial position as at 31 December 2015, the condensed statement of comprehensive income, condensed statement of changes in equity and condensed statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory notes and the directors' declaration of the Group comprising the company and the entities it controlled at the half-year end or from time to time during the half-year.

Directors' responsibility for the half-year financial report

The directors of the company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half year financial report that is free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the Group's financial position as at 31 December 2015 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of the company, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*.

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Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Aspire Mining Limited is not in accordance with the *Corporations Act 2001* including:

a) giving a true and fair view of the Group's financial position as at 31 December 2015 and of its performance for the half-year ended on that date; and

b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Emphasis of Matter

Without modifying our opinion, we draw attention to Note 1 to the interim financial report which indicates that the ability of the Group to continue as a going concern and, therefore, meet its liabilities as and when they fall due may be dependent on a successful capital raising or sale of assets. Should the need arise and the Group be unsuccessful in the raising of capital or the sale of assets, there is a material uncertainty which may cast significant doubt as to whether or not the Group will continue as a going concern and, therefore, whether it will realise its assets, and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

HLB Mann Judd

HLB Mann Judd
Chartered Accountants

N G Neill
Partner

Perth, Western Australia
15 March 2016