

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 Noble Resources International Pte. Ltd (NRIPL) on its own behalf and on behalf of each of the companies listed in Annexure A (Noble Group Companies)

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 1 September 2017
 The previous notice was given to the company on 16 June 2015
 The previous notice was dated 16 June 2015

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	97,680,052	10.6%	206,017,919	18.2%

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
1 September 2017	NRIPL	Issue of new ordinary shares to NRIPL, being partial satisfaction of the obligation to pay loan interest due to NRIPL pursuant to a facility agreement between Ovoot Coking Coal Pte Ltd, a subsidiary of Aspire and NRIPL. This transaction was the subject of Resolution 4 approved at the General Meeting of Aspire on 26 July 2017.	\$0.02 per ordinary share.	41,671,200 ordinary shares	41,671,200

1 September 2017	NR IPL	Issue of new ordinary shares to NR IPL, as partial consideration for disposal of Logarta Limited's (Logarta) 50% equity interest in Coalridge Limited to Aspire. Logarta has nominated NR IPL to acquire the shares. Details of this transaction was the subject of Resolution 8 approved at the General Meeting of Aspire on 26 July 2017.	\$0.02 per ordinary share.	66,666,667 ordinary shares	66,666,667
1 September 2017	Each Noble Group Company	Each Noble Group Company is an associate of NR IPL pursuant to s12(2)(a) of the Corporations Act and has a relevant interest in all the shares referred to above by virtue of section 608(3) of the Corporations Act.	n/a	108,337,867 ordinary shares	108,337,867
24 August 2017	NR IPL	Reduction of more than 1% in shareholding as a result of issuance of new shares by Aspire - see Appendix 3B issued on 24 August 2017.	n/a	97,680,052 ordinary shares	97,680,052
24 August 2017	Each Noble Group Company	Each Noble Group Company is an associate of NR IPL pursuant to s12(2)(a) of the Corporations Act and has a relevant interest in all the shares referred to in the row above by virtue of section 608(3) of the Corporations Act.	n/a	97,680,052 ordinary shares	97,680,052

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
NR IPL	NR IPL	NR IPL	Registered holder	206,017,919 ordinary shares	206,017,919
Each Noble Group Company	NR IPL	NR IPL	Each Noble Group Company is an associate of NR IPL pursuant to section 12(2)(a) of the Corporations Act and has a relevant interest in all the shares referred to above by virtue of section 608(3) of the Corporations Act.	206,017,919 ordinary shares	206,017,919

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
NR IPL	c/o 18/F China Evergrande Centre, 38 Gloucester Road, Hong Kong
Each Noble Group Company	c/o 18/F China Evergrande Centre, 38 Gloucester Road, Hong Kong

Signature

print name Rory Moriarty

capacity Partner, Clayton Utz

sign here



date 1 September 2017

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 1 September 2017.



Rory Moriarty
Partner, Clayton Utz

Noble Group Companies (other than NRIPL)

Noble Group Limited	Noble Resources Limited
General Alumina Jamaica LLC	Noble Resources (Shanghai) Company Limited
Maylion Pty Ltd	Noble Resources UK Limited
Mt Vincent Holdings Pty Limited	Osendo Pty Limited
Noble Americas Corp.	San Juan Fuels, LLC
Noble Americas Gas & Power Corp.	Stamports Inc.
Noble Americas South Bend Ethanol LLC	Stamports UK Limited
Noble Chartering Inc.	Logarta Limited
Noble Chartering Limited	
Noble Clean Fuels Limited	
Noble Netherlands B.V.	
Noble Petro Inc.	
Noble Resources Group Limited	
Noble Resources International Australia Pty Ltd	