

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 3 December 2019

The previous notice was given to the company on 24 December 2018

The previous notice was dated 24 December 2018

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	664,017,577	19.96%	664,017,577	13.49%

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 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
3 December 2019	NRIPL	Dilution of interest in Aspire occurred as a result of an issue of shares by Aspire, in accordance with the Appendix 3B published by Aspire on 3 December 2019.	N/A	N/A	N/A
3 December 2019	Each Noble Group Company	Each Noble Group Company is an associate of NRIPL pursuant to section 12(2)(a) of the <i>Corporations Act 2001</i> (Cth) (Act) and has a relevant interest in all of the shares referred to above by virtue of section 608(3) of the Act.	N/A	N/A	N/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
NR IPL	NR IPL	NR IPL	Relevant interest pursuant to section 608(1)(a) of the Act	664,017,577 ordinary shares	664,017,577
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 Act and has a relevant interest in all of the shares referred to above by virtue of section 608(3) of the Act.	664,017,577 ordinary shares	664,017,577

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:

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

Signature

print name Rory Moriarty capacity Partner, Clayton Utz

sign here



date 5 December 2019

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 identify 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 to Form 604

This is Annexure A referred to in the Form 604 (Notice of change of interests of substantial holder), signed by me and dated



Rory Moriarty
Partner, Clayton Utz
Date: 5 December 2019

Noble Group Companies (other than NRIPL)

Noble Group Holdings Limited

Noble Intermediate Hold Co Limited

Noble Trading Hold Co Limited

Noble Trading Co Limited

Noble Resources Limited