

Form 605

Corporations Act 2001

Section 671B

Notice of ceasing to be a substantial holderTo Company Name/Scheme Aspire Mining Limited (ASX:AKM)

ACN/ARSN ACN 122 417 243

1. Details of substantial holder (1)Name Noble Group Limited (**Noble**) and Noble Resources Group Limited (**Noble Resources**)ACN/ARSN (if applicable) N/AThe holder ceased to be a substantial holder on 20 / 12 / 2018The previous notice was given to the company on 14 / 12 / 2017The previous notice was dated 14 / 12 / 2017**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
20/12/2018	Noble	Cessation of relevant interest arises as a result of certain group restructure transfers pursuant to the Upstream Transaction set out at Annexure B.	N/A. Cessation of relevant interest arises as a result of certain group restructure transfers pursuant to the Upstream Transaction set out at Annexure B.	664,017,577 ordinary shares	664,017,577
20/12/2018	Noble Resources	Cessation of relevant interest arises as a result of certain group restructure transfers pursuant to the Upstream Transaction set out at Annexure B.	N/A. Cessation of relevant interest arises as a result of certain group restructure transfers pursuant to the Upstream Transaction set out at Annexure B.	664,017,577 ordinary shares	664,017,577

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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
Noble Resources International Pte. Ltd. and the entities listed in Annexure A (Noble Group Companies)	Ceasing to be associates as a result of certain group restructure transactions pursuant to the Upstream Transaction set out at Annexure B.

4. Addresses

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

Name	Address
Noble	c/o 18/F China Evergrande Centre, 38 Gloucester Road, Hong Kong
Noble Resources	c/o 18/F China Evergrande Centre, 38 Gloucester Road, Hong Kong
Noble Resources International Pte. Ltd.	c/o 18/F China Evergrande Centre, 38 Gloucester Road, Hong Kong
Noble Group Companies	c/o 18/F China Evergrande Centre, 38 Gloucester Road, Hong Kong

Signature

print name

John Tivey

capacity

Partner, White & Case

sign here



date

24 / 12 / 2018

Annexure A to form 605

This is Annexure A referred to in the Form 605 (Notice of ceasing to be a substantial holder), signed by me and dated 24 December 2018.



John Tivey

Partner, White & Case

Noble Group Companies (other than Noble Resources International Pte. Ltd.)

General Alumina Jamaica LLC

Noble Resources International Australia Pty Ltd

Maylion Pty Limited

Noble Resources Limited

Mt Vincent Holdings Pty Limited

Noble Resources (Shanghai) Company Limited

Noble Chartering Inc.

Nobles Resources UK Limited

Noble Chartering Limited

Osendo Pty Limited

Noble Clean Fuels Limited

Stampports UK Limited

Noble Netherlands B.V.

Annexure B to form 605

This is Annexure B referred to in the Form 605 (Notice of ceasing to be a substantial holder), signed by me and dated 24 December 2018.



John Tivey

Partner, White & Case

Details of cessation of relevant interest in voting securities of Aspire Mining Limited

1. On 20 December 2018 ("**Restructuring Effective Date**") Noble Group Limited ("**Noble**") concluded the implementation of a restructuring of its financial indebtedness and corporate structure (the "**Restructuring**"). The Restructuring was undertaken pursuant to an English and Bermuda court sanctioned scheme of arrangement approved by both shareholders and creditors of Noble that enabled Noble to restructure its debt of approximately US\$3.5bn owed to its creditors (the "**Scheme**"). Finalisation of the Restructuring was facilitated by an officer of the Bermuda court who was appointed following an order of the Bermuda court granted on 14 December 2018.
 2. In order to implement the Restructuring and deliver the equity owed to Noble's creditors pursuant to the terms of the Scheme, Noble and Noble Group Holdings Limited ("**New Noble**") (among others) entered into a series of agreements to dispose of the majority of the assets and operations of Noble to New Noble. In particular, Noble Intermediate Hold Co Limited (being the entity holding the majority of the assets and operations of Noble) ("**Intermediate Hold Co**") was transferred from Noble to New Noble (the "**Upstream Transaction**").
 3. As stated in this Form 605, Noble Resources International Pte. Ltd. holds 664,017,577 fully paid ordinary shares in the capital of Aspire Mining Limited (ASX:AKM) amounting to a voting power of 19.96% ("**AKM Shares**").
 4. As noted above and as a consequence of the Upstream Transaction, Noble and has disposed the majority of its assets, including Noble Resources International Pte. Ltd. (formerly a wholly owned subsidiary of Noble). Noble Resources currently remains a wholly owned subsidiary of Noble. Consequently, Noble and Noble Resources have ceased to have a relevant interest in the AKM Shares.
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