

25 October 2022

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

The Annual General Meeting (AGM) of shareholders of Aspire Mining Limited (the Company) will be held at Level 1, Suite 9, 110 Hay Street, Subiaco, Western Australia, on Tuesday, 29th November 2022 at 10.00am (WST).

The AGM will be held as a physical meeting and all shareholders are entitled to attend the AGM at the time, date and place set out above. The Company will also webcast the AGM to enable shareholders to view the meeting. Details on how to watch the AGM will be provided by emailing the Company at info@aspiremininglimited.com. Shareholders will not be able to vote, ask questions or otherwise participate in the AGM through the webcast.

In accordance with section 110D the Corporations Act 2001 (Cth), the Company will not be sending printed copies of the Notice of Annual General Meeting (**Notice of Meeting**) to shareholders, unless a shareholder has made a valid election to receive documents in hard copy.

Shareholders can access a copy of the Notice of Meeting, which sets out the agenda and resolutions being put to the meeting, as well as important voting information and an explanatory statement, at the Company's website at www.aspiremininglimited.com or from the ASX market announcements platform website under the Company's code "AKM". You can also access a copy of the Company's 2022 Annual Report at the Company's website address or at the ASX Market Announcements Platform.

If you nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting and Explanatory Statement. Shareholders are also encouraged to elect to receive all shareholder communication electronically both to ensure that you stay informed and reflecting our commitment to minimising paper usage. In order to receive electronic communications from the Company in the future, please refer to the "Shareholder Communication" page on our website at <https://aspiremininglimited.com/investors/shareholder-communication/>.

Enclosed for your convenience is a copy of your personalised Proxy Form for the meeting.

If shareholders do not intend to attend the meeting in person, they are encouraged to vote prior to the meeting by lodging the Proxy Form by no later than 10.00 am (WST) on 27 November 2022, as per the instructions on the Proxy Form and as set out in the Notice of Meeting.

All resolutions will be decided by a poll based on votes submitted by proxy, together with any votes cast at the AGM.

The Notice of Meeting and accompanying explanatory statement should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to the meeting.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Phil Rundell', with a stylized, cursive script.

Phil Rundell
Company Secretary

ASPIRE MINING LIMITED
ACN 122 417 243
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10.00am (WST)

DATE: Tuesday, 29 November 2022

PLACE: Level 1, Suite 9, 110 Hay Street, Subiaco Western Australia

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00 pm (WST) on 27 November 2022.

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BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2022, together with the declaration of the Directors, the Directors' report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2022."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on this Resolution:

- (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- (b) by a person who is a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties, as a proxy.

However, votes will not be disregarded if they are cast as a proxy for a person entitled to vote on Resolution 1:

- (a) in accordance with a direction as to how to vote on the proxy; or
- (b) by the Chair pursuant to an express authorisation to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – BOLDBAATAR BAT-AMGALAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 13.2 of the Company's Constitution, and for all other purposes, Mr Boldbaatar Bat-Amgalan, a Director, retires by rotation, and being eligible, is re-elected as a Director."

3. RESOLUTION 3 – ELECTION OF DIRECTOR – MICHAEL AVERY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 13.3 of the Company's Constitution and for all other purposes, Mr Michael Avery is elected as a Director."

4. RESOLUTION 4 – ELECTION OF DIRECTOR – RUSSELL TAYLOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of clause 13.3 of the Company's Constitution and for all other purposes, Mr Russell Taylor is elected as a Director.”

Dated: 25 October 2022

By order of the Board

David Paull
Chair

VOTING

Voting Entitlement

Shareholders recorded on the Company's register of members at 4:00 pm (WST) on 27 November 2022 will be entitled to vote on the items to be considered at the AGM.

Becoming a Shareholder

Persons who become registered Shareholders after this Notice has been dispatched, and wish to vote at the AGM by proxy, should call [1300 288 664] (within Australia) or [+612 9698 5414] (outside Australia) and request an additional personalised voting form.

Persons who become beneficial Shareholders after this Notice has been dispatched, and wish to vote at the AGM by proxy, should contact their broker or intermediary for instructions on how to do so.

Voting Procedure

Please note that all resolutions will be decided by a poll rather than by a show of hands.

In light of the easing of government restrictions in response to the COVID-19 pandemic, the AGM will be held in person. The Company has taken steps to ensure that all attendees will be able to participate in the AGM while maintaining their health and safety in accordance with social distancing measures.

The Company will also webcast its AGM. However, Shareholders will not be able to vote, ask questions or otherwise participate in the AGM through the webcast. Rather, Shareholders who wish to vote on the Resolutions to be considered at the AGM but are not able to physically attend the AGM should appoint a proxy to vote at the AGM on their behalf. Instructions on how to join the webcast are set out in the section below titled "**Joining the Webcast**".

Voting Restrictions

The voting prohibitions under the Corporations Act which apply to certain Resolutions are set out above.

PROXY FORMS

Proxy Form

Shareholders will be provided with a personalised proxy form (**Proxy Form**). The Proxy Form allows Shareholders to appoint a proxy to vote on their behalf.

If you hold fully paid ordinary shares in the capital of the Company (**Shares**) in more than one capacity, please complete the Proxy Form that is relevant to each holding.

Shareholders who intend to appoint a proxy are encouraged to submit their Proxy Forms as early as possible. Lodgement instructions (which include the ability to lodge proxies electronically) are set out below and in the Proxy Form.

Appointing Proxies

Shareholders, who are entitled to attend and vote at the AGM, may appoint a proxy to attend the AGM and to vote on their behalf.

A proxy need not be a Shareholder of the Company.

A Shareholder who is entitled to cast two or more votes at the AGM can appoint up to two proxies, and should specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If you wish to appoint two proxies please call [1300 288 664] (within Australia) or +[61 2 9698 5414] (outside Australia) and request an additional Proxy Form.

Undirected Proxies

The Chair intends to vote all valid undirected proxies for all Resolutions in favour of each Resolution.

Power of Attorney and Corporate Representatives

If the Proxy Form is signed by an attorney, the power of attorney or a certified copy of it must be sent with the Proxy Form.

A body corporate member may elect to appoint a representative, rather than appoint a proxy. Where a body corporate appoints a representative, written proof of the representative's appointment must be lodged with, or

presented to, the Company prior to the AGM.

A body corporate appointed as a proxy must also lodge a certificate of appointment of a corporate representative.

LODGING PROXY FORMS

Deadline

Proxy Forms must be received by 10.00am (WST) on 27 November 2022.

How to lodge Proxy Forms

You can lodge your Proxy Form with the Company:

Online:

<https://investor.automic.com.au/#/login>
sah

By Mail:

Automic
GPO Box 5193
SYDNEY NSW 2001

By Fax: +61 2 8583 3040

By Hand

Automic
Level 5, 126 Phillip Street
SYDNEY NSW 2000

Further details on how to lodge your Proxy Form can be found on the Proxy Form.

JOINING THE WEBCAST

To watch the AGM via the live webcast, please email the Company at info@aspiremininglimited.com to register your interest. You will then receive an email confirming your registration and further details regarding the webcast. Shareholders should note that they will not be able to vote, ask questions or otherwise participate in the AGM through the webcast.

ATTENDING THE AGM IN PERSON

To attend the AGM and vote in person, attend the AGM at the time, date and place set out above.

Whilst Shareholders are entitled to physically attend the AGM, given venue capacity limitations and social distancing requirements, Shareholders should consider appointing a proxy to vote at the AGM on their behalf by following the instructions set out above and in the

Proxy Form.

SHAREHOLDER QUESTIONS

Shareholders will be able to ask questions relevant to the business of the AGM. Shareholders are encouraged to ask questions in advance of the AGM by emailing the Company at info@aspiremininglimited.com

Shareholders will also be permitted to ask questions in person at the AGM once the Chair has read out each item of business.

ENQUIRIES

If you have any questions about this Notice or your Proxy Form please contact the Company's share registry, [Automic Registry Services on 1300 288 664] (within Australia) or +[61 2 8583 3040] (outside Australia).

By order of the Board

David Paull, Chair

25 October 2022

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' report and the Auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.aspiremininglimited.com.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

1.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote.

If required, the Spill Resolution must be put to vote at the second of those annual general meetings. If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the Managing Director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

1.3 Previous voting results

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – BOLDBAATAR BAT-AMGALAN

2.1 General

The Constitution sets out the requirements for which Directors are to retire by rotation at an annual general meeting.

Clause 13.2 of the Company's Constitution requires that, at each annual general meeting of the Company, one-third of the Directors for the time being or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following their appointment, whichever is the longer, without submitting themselves for re-election. A Director appointed as an additional Director during the year is not taken into account in determining the Directors who are to retire by rotation.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who become Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

In accordance with clause 13.2 of the Constitution, Boldbaatar Bat-Amgalan retires by rotation at the Annual General Meeting and, being eligible, seeks re-election as a Director of the Company.

For completeness, it is noted that:

- existing Chairman Mr David Paull also retires by rotation at the annual general meeting in accordance with clause 13.2 of the Constitution, but has notified the Company that he will not be seeking re-election at the meeting and so will retire as a Director of the Company with effect from the close of the Meeting; and
- existing non-executive Director Mr Neil Lithgow has notified the Company that he will resign as a director of the Company with effect from the close of the Meeting.

Accordingly, if Resolutions 2, 3 and 4 are approved at the Meeting by the requisite majority, the Company's Board will comprise:

- Boldbaatar Bat-Amgalan (Non-Executive Director) (nominee of Mr Tserenpuntsag Tserendamba)
- Mr Achit-Erdene Darambazar (Managing Director) (nominee of Mr Tserenpuntsag Tserendamba)
- Ms Hannah Badenach (Non-Executive Director) (nominee of Noble Group)
- Mr Michael Avery (Non-Executive Director)
- Mr Russell Taylor (Non-Executive Director)

2.2 Qualifications and other material directorships

Mr Boldbaatar Bat-Amgalan has had senior roles in public relations and publishing and was previously a director of Erdenet Mining Company. He also previously held senior roles in the Government of Mongolia, including the State Secretary for the Ministry of Foreign Affairs, and Chairman of the Communication Regulatory Commission.

2.3 Independence

As Mr Boldbaatar Bat-Amgalan is associated with Mr Tserenpuntsag Tserendamba (a substantial shareholder of the Company), the Board does not consider him as being independent. However, the Board (excluding Mr Boldbaatar Bat-Amgalan) considers that he has always acted, and will continue to act, in the best interests of the Company as a whole.

2.4 Board recommendation

The Board (with Mr Boldbaatar Bat-Amgalan abstaining in relation to Resolution 2 due to his interest in the Resolution) recommends that Shareholders vote in favour of Resolution 2.

3. RESOLUTIONS 3 AND 4 – ELECTION OF DIRECTORS – MICHAEL AVERY AND RUSSELL TAYLOR

3.1 General

Clause 13.3 of the Company's Constitution provides the Company may elect a person as a Director of the Company by resolution passed in general meeting.

One of the ways that a person is eligible for election as a director of the Company at a general meeting is if the person, or some Shareholder intending to propose their nomination, has at least 30 business days before the meeting, provided written notice signed by the nominee giving their consent to the nomination and signifying their candidature for the office or the intention of the Shareholder to propose the person.

As announced to ASX on 10 October 2022, the Company has received nominations and consents to act as Non-Executive Directors from each of Mr Michael Avery and Mr Russell Taylor, with those persons being nominated to act as directors by the Company's major 52.5% shareholder, Mr Tserenpuntsag Tserendamba. A copy of the nominations is attached to this Explanatory Statement as Annexure A.

If Resolution 3 is passed, Mr Avery will be elected as a Director of the Company. If Resolution 3 is not passed, Mr Avery will not be elected as a Director of the Company.

If Resolution 4 is passed, Mr Taylor will be elected as a Director of the Company. If Resolution 4 is not passed, Mr Taylor will not be elected as a Director of the Company.

3.2 Qualifications and other material directorships

Michael Avery

Mr Michael Avery (Mick) has been involved in the establishment and management of successful public and private companies in mining, exploration & development, mining consulting services and mining contractor services.

Mick is a 30 year plus mining industry veteran with a Bachelor of Mining Engineering and a Master of Business Administration. He is also a qualified Australian Coal Mine Manager and a member of the Australian Institute of Mining and Metallurgy.

Mick has worked for blue-chip mining and contracting companies (including Rio Tinto, BHP Billiton and Brambles) at operations and projects both in Australia and internationally. These roles covered the full life cycle of open cut and underground mines from resource exploration and evaluation, through to conceptual design, pre-feasibility, feasibility, construction, operation and management.

Mick has also held executive level positions in the mining sector, including serving as a director on both public and private company boards. He has held positions of Managing Director and Chairman. Of note, Mick was the founding Managing Director of TerraCom Limited (ASX:TER).

Mick has international experience in the mining sector outside of Australia including Mongolia, Indonesia, China, the USA, South Africa and Madagascar.

Russell Taylor

Mr Russell Taylor is a qualified and experienced Mining Engineer, Project Director, General Manager and Mining Executive. He has worked for both large global resource companies (BHP, Peabody, Reliance Power, Mineral Resources and Idemitsu Australia Resources) and international mining contractors (Thiess, Leighton Asia, Macmahon, Downer and BUMA

Australia). Russell has experience in Coking Coal, Thermal Coal, PCI Coal, Mineral Sands, Copper/Gold, Iron Ore and Lithium commodities.

Russell has led international teams commissioning several open cut mines and infrastructure to world class standards in Australia, Mongolia and India. (\$50m - \$1b projects).

Russell holds a Master's Degree of Engineering Science - Mine Planning and Design, Curtin University (2006), a Diploma of Engineering (Surface Mining), Queensland Mining School (External Student) (2000) and a Certificate III in Surface Mining, Queensland Mining School (External Student) (1998).

3.3 Independence

Prior to resolving to support the nominations of Mr Avery and Mr Taylor as Directors, the Directors (excluding Mr Achit-Erdene Darambazar and Mr Boldbaatar Bat-Amgalan due to each of those directors being nominees of the Company's controlling shareholder Mr Tserenpuntsag Tserendamba) reviewed the employment histories of the nominees and representatives of the Board engaged in discussions with Mr Avery, Mr Taylor and representatives of Mr Tserenpuntsag Tserendamba.

As part of those enquiries:

- Mr Avery informed the Company that he has no interests, positions or relationships that might influence, or reasonably be perceived to influence, in a material respect his ability to bring independent judgment to bear on issues before the Board and to act in the best interests of the Company as a whole, rather than in the interests of an individual shareholder or other party.
- Mr Taylor informed the Company that he has no interests, positions or relationships that might influence, or reasonably be perceived to influence, in a material respect his ability to bring independent judgment to bear on issues before the Board and to act in the best interests of the Company as a whole, rather than in the interests of an individual shareholder or other party.

As a result of these enquiries, the Directors (excluding Mr Achit-Erdene Darambazar and Mr Boldbaatar Bat-Amgalan) are satisfied that neither nominee currently has, or has recently had, a business relationship with Mr Tserenpuntsag Tserendamba or any of his associated companies, and as such, believe that each of the nominees will be independent directors if elected at the Meeting.

3.4 Other material

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. The Company has undertaken such checks of Mr Avery and Mr Taylor and is satisfied that no material adverse information has been revealed following these background checks.

3.5 Board recommendation

The Board (noting that Mr Boldbaatar Bat-Amgalan and Mr Achit-Erdene Darambazar are associated with Mr Tserenpuntsag Tserendamba) recommends that Shareholders vote in favour of Resolutions 3 and 4.

ENQUIRIES

Shareholders are requested to contact the Company Secretary, Phil Rundell, on (+ 61 8) 9287 4555 or phil@aspiremininglimited.com if they have any queries in respect of the matters set out in these documents.

GLOSSARY

Annual General Meeting, AGM or Meeting means the meeting convened by the Notice.

Board means the board of Directors of the Company.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependent of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member in the member's dealings with the Company; or
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company or Aspire means Aspire Mining Limited (ACN 122 417 243).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a Director of the Company.

Explanatory Statement means this explanatory statement, which accompanies the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or Notice of Meeting means the notice convening the Annual General Meeting.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the Remuneration Report contained in the Directors' report section of the Company's annual financial report for the year ended 30 June 2022.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

ANNEXURE A – DIRECTOR NOMINATIONS

10 October, 2022

Aspire Mining Limited (ACN 122 417 243)
Level 9, 190 St Georges Terrace
Perth, Western Australia 6000
Attention: Company Secretary of Aspire Mining Limited

NOMINATION FOR DIRECTOR APPOINTMENT

Dear Mr Rundell,

I, Tserenpuntsag Tsedendamba, being a member of Aspire Mining Limited (ACN 122 417 243) (the “**Company**”), hereby nominate and propose Michael Avery and Russell Taylor for election to the board of the Company at the upcoming Annual General Meeting of the Company in accordance with rule 14.3 of the ASX Listing Rules.

Please find attached the signed consents of both Mr Avery and Mr Taylor, as required by clause 13.3 of the constitution of the Company.

Yours sincerely,

A handwritten signature in dark ink, appearing to be 'T. Tsedendamba', followed by a long horizontal line extending to the right.

Signed by Tserenpuntsag Tsedendamba

**Consent to become a director of
Aspire Mining Limited (ACN 122 417 243)**

To:

Aspire Mining Limited (ACN 122 417 243) ("Company")
Level 9, 190 St Georges Terrace
Perth, WA 6000
Attention: The Directors of the Company

I, Russell Taylor, give my consent to be appointed and to act as a director of the Company for the purpose of the Company's compliance with section 201D of the *Corporations Act 2001* (Cth) (the "Act"). My consent will be effective from the date of this letter and will continue in force until I vacate my office for any reason.

I disclose the following information for the purposes of the Act:

1. Personal details (section 205C)

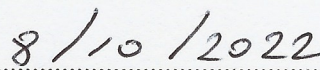
Full Name:	Russell Alan Taylor
Former Name(s):	[•]
Usual Residential Address:	38 Phoenix Street, Rochedale, QLD 4123
Date of Birth:	07/06/1967
Place of Birth:	Brisbane, QLD Australia
Director Identification Number (if known)	[•]

2. Notification of change in personal details

I agree to notify the Company of any change in my personal details within seven (7) days after the change.

Signed by Russell Taylor

} 
.....
Russell Taylor

} 
.....
Date

**Consent to become a director of
Aspire Mining Limited (ACN 122 417 243)**

To:

Aspire Mining Limited (ACN 122 417 243) (“**Company**”)
Level 9, 190 St Georges Terrace
Perth, WA 6000
Attention: The Directors of the Company

I, Michael Avery, give my consent to be appointed and to act as a director of the Company for the purpose of the Company’s compliance with section 201D of the *Corporations Act 2001* (Cth) (the “**Act**”). My consent will be effective from the date of this letter and will continue in force until I vacate my office for any reason.

I disclose the following information for the purposes of the Act:

1. Personal details (section 205C)

Full Name:	Michael Ross Avery
Former Name(s):	N/A
Usual Residential Address:	1202/64 Shortland Esplanade Newcastle NSW Australia 2300
Date of Birth:	25 th November 1963
Place of Birth:	Cessnock NSW Australia
Director Identification Number (if known)	DIR 036 59762 77858 84

2. Notification of change in personal details

I agree to notify the Company of any change in my personal details within seven (7) days after the change.

Signed by Michael Avery

} 

7th October 2022



Aspire Mining Limited | ACN 122 417 243

Proxy Voting Form

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (WST) on Sunday, 27 November 2022**, being **no later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

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