

Aspire Mining Limited

ABN: 46 122 417 243

Level 2, Suite 20, 22 Railway Road
Subiaco WA 6008

PO Box 1918
Subiaco WA 6904

Tel: (08) 9287 4555

Fax: (08) 9388 3834

Web: www.aspiremininglimited.com
Email: info@aspiremininglimited.com



ASX RELEASE

For Immediate Release – 31 July 2014

QUARTERLY REPORT Quarter Ended 30 June 2014

- **Acquired 50% Interest in Mongolian Ekhgoviin Chuluu Joint Venture (“ECJV”) with Noble Group**
 - ECJV holds 60% interest in Nuurstei Coal Project, with the ability to increase this to 90%;
 - Exploration strategy agreed for Nuurstei Project with 2014 drilling program to commence in September Quarter;
 - Nuurstei Project holds the potential for initial coking coal production base once road access to Erdenet is completed in 2015.
- **Mongolian Government Lifts Moratorium on Exploration Licences as part of the adoption of amendments to the Minerals Policy, effective 1 July 2014**
 - Increased new land area from 8% to 20% available for exploration;
 - Exploration licence tenure extended to 12 years from 9 years, and allows an option to extend for a further 3 years;
 - Aspire will apply for new exploration licences once process is finalised.
- **Scoping Study commenced with Tak-Raf to assess feasibility of a 10mtpa coal blending operation at the planned Sainshand Industrial Park**
- **Non-binding MOU signed for cooperation with Zavkhan Power Plant to supply oxidised coal and build transmission infrastructure connecting to the Ovoot Project**
- **An additional non-binding MOU signed for coking coal offtake bringing total non-binding MOU interest up to 7.4mtpa, or 148% of initial production plan**
- **SMEC International commissioned to prepare updated rail operating cost model**
- **Corporate Social Investment**
 - Aspire is a founding sponsor to support WA Police Commissioner’s Bright Blue Charity Ride in northern Mongolia raising funds for Mongolian children’s charities;
 - 2014 Scholarship Programme commenced for Mongolian local students.

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Aspire Mining Limited (ASX: AKM, “Aspire” or the “Company”) is pleased to present its June 2014 Quarterly Report to shareholders.

Aspire is focussed on identifying and developing world class coking coal assets in Mongolia. The Company currently owns 100% of the Ovoot Coking Coal Project (“Ovoot Project”), and the Jilchigbulag Coal Project and has also recently acquired an interest in an additional two coal exploration projects in Mongolia – the Nuurstei Coal Project (“Nuurstei Project”) and the Khus Coal Project (“Khus Project”) through a 50% interest in the Ekhgoviin Chuluu Joint Venture (“ECJV”).

The Company has identified a number of exploration licences to be applied for following the lifting of the exploration moratorium in Mongolia passed during the Mongolian spring session of Parliament just ended.

Aspire’s wholly owned Mongolian rail infrastructure subsidiary, Northern Railways LLC (“Northern Railways”), continues to focus on progressing its railway project (“Northern Rail Line”), to extend a multiuse railway from Erdenet towards western Mongolia.

Aspire continues to reduce overhead expenditure while it awaits for rail approvals.



Figure 1: Aspire, ECJV and Northern Railways Project Locations in Mongolia

EXPLORATION

Ekhgoviin Chuluu Joint Venture (50%)

During the Quarter, the Company acquired Xanadu Mines Limited's 50% ownership of the ECJV, with the other party to the joint venture, the Noble Group, retaining its 50% ownership. The ECJV transaction further enhances the existing Strategic Alliance between Aspire and the Noble Group, which covers a number of transactions relating to Aspire's Ovoot Project and Northern Rail Line financing, including supply chain logistics, port and rail capacity access.

The ECJV holds interests in two coal exploration projects. The Nuurstei Project is located in northern Mongolia 160 km east of the Ovoot Project. The ECJV has the option to increase its current interest from 60% to 90% upon the grant of a mining licence over the project area and the payment of US\$200,000, to the minority vendors. The Nuurstei Project contains a low volatile bituminous coal with moderate to high ash levels and low sulphur, and whilst washed coal analysis has indicated good coking properties, further testwork is required.

The Nuurstei Project provides an excellent opportunity to assess the economics of commencing a small scale road based operation to generate revenues in the lead up to production commencing at the larger Ovoot Project. The ECJV's exploration strategy is detailed below.

The Khus Project is located in the Dornogovi Province in southern Mongolia and lies close to railway being constructed from Tavan Tolgoi Mine to the Sainshand Industrial Park, which is approximately 40% completed.

Nuurstei Project Exploration Strategy

Following the settlement of Aspire's acquisition of 50% of the ECJV, the joint venture has agreed to initiate a drilling programme at the Nuurstei Project. An environmental plan was submitted prior to the Aspire acquisition and regulatory approval has been received. The programme will commence in August 2014, target the northern part of the Nuurstei Project tenement area (refer Figure 2), and consists initially of 20 holes at an average 100 metre depth.

Results from the drilling programme may be used to prepare a Mongolian Feasibility Study, important for the confirmation of Mongolian reserves to apply for a mining licence, and for the completion of a general environmental impact assessment.

The drilling programme is expected to be completed by end of September 2014, with laboratory analysis expected to be received in the December 2014 quarter.

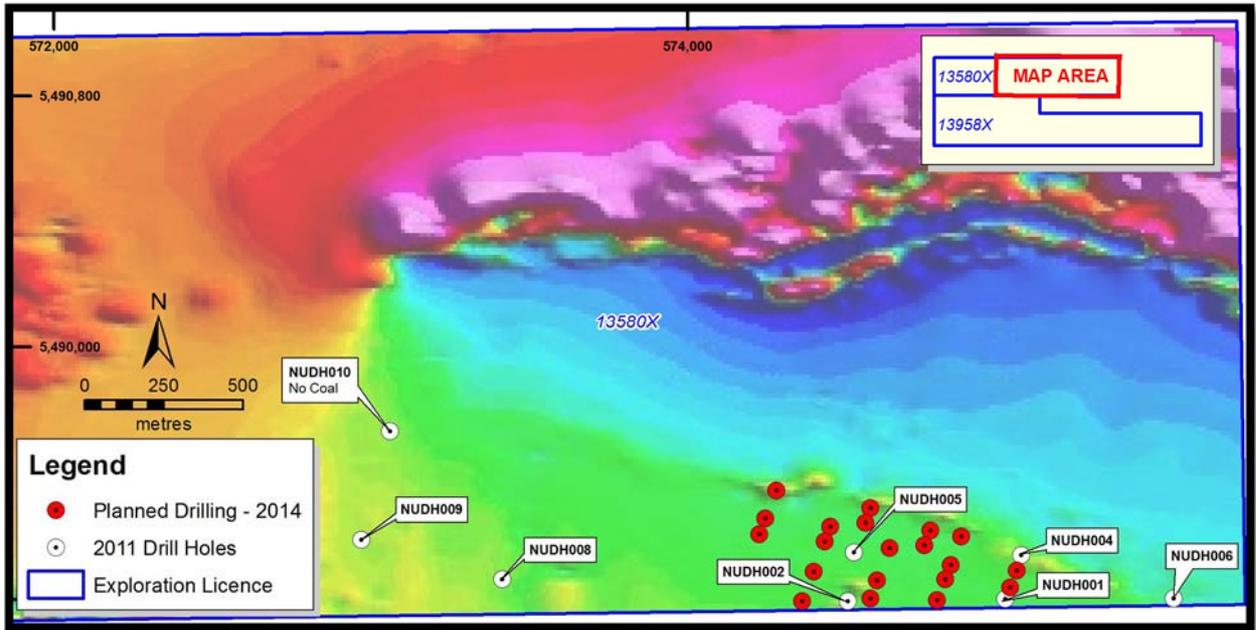


Figure 2: ECJV Nuurstei Project tenement outline and drilling target area.

Note: For results from 2011 drilling programme, refer Xanadu Mines Limited (ASX: XAM) ASX Quarterly Report for period ended 31 December 2011

Nuurstei Project Potential for Pre-Rail, Road Based Operation

The ECJV believes that the Nuurstei Project presents a possible opportunity for a small scale road based operation due to its close proximity to existing road infrastructure.

The Nuurstei Project lies approximately 10km to the south west of Moron, the capital of the Khuvsgul province in northern Mongolia. A paved road between Moron and the town of Erdenet is currently under construction, having commenced in 2012, and is expected to be completed in 2015. Coal produced at the Nuurstei Project could be transported along this Moron to Erdenet road to be loaded on the Trans-Mongolian Railway at Erdenet for delivery to customers.

Land purchased at Erdenet by Aspire Mining in 2012 could be used as a coal stockpile area. In time, the Nuurstei Project would be able to access the Northern Rail Line once the rail has been constructed.

The ECJV will consider completing a scoping study into a road based operation following the results of the 2014 drilling programme.

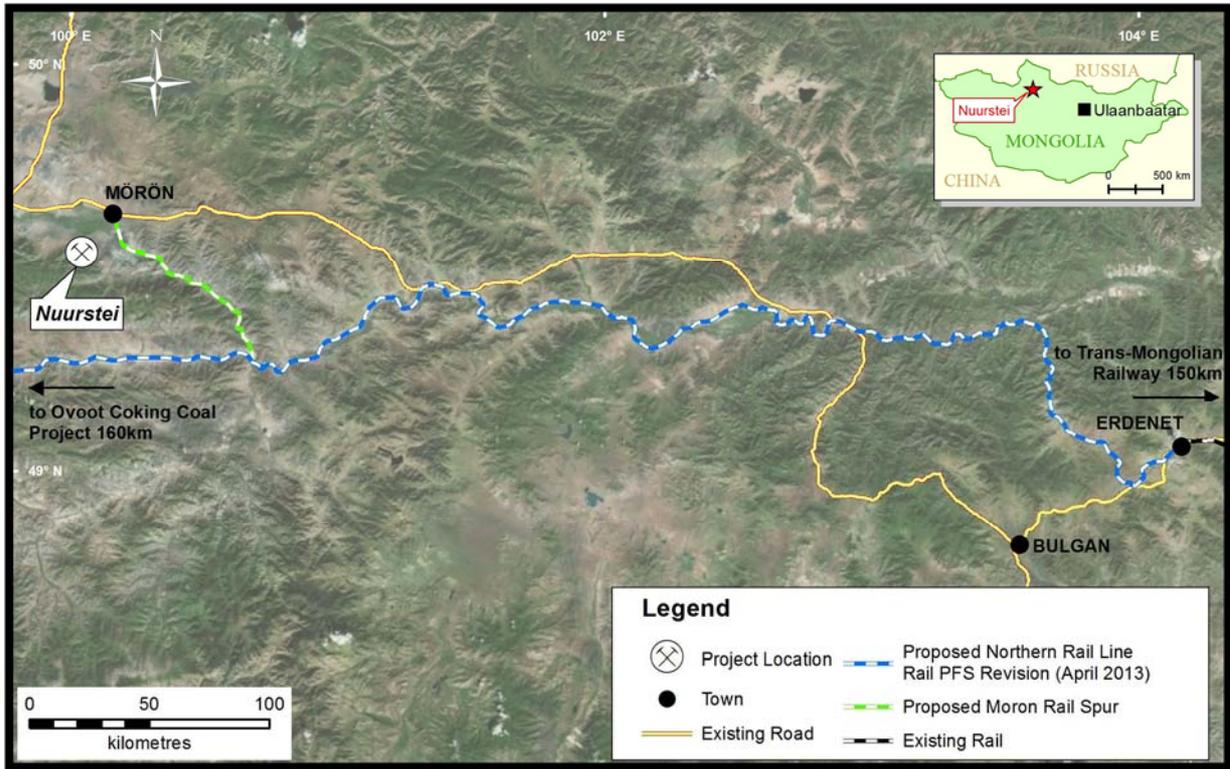


Figure 3: Current road between Moron and Erdenet

Mongolian Exploration Licence Applications

During the recently completed spring session of Parliament, the Mongolian Government approved amendments to its State Policy on the Minerals Sector (“**Minerals Law**”). The Minerals Law amendments indicate a clear vision of the Mongolian Government to ensure a stable investment environment and promote long term growth within the minerals sector. The 2014 Minerals Law includes provisions that ensure no discrimination toward investors; limit state participation in mining; to support projects that operate to international environmental, health and safety standards; and support value-adding operations, secondary processing, and production of end materials i.e. coke plants.

Key amendments to the 2014 Minerals Law include the lifting of the moratorium, effected in 2010 on the issue of new exploration licences, to now allow explorers access to new exploration ground within Mongolia. This sends a clear signal that the Government is encouraging direct investment into the minerals sector. Other amendments include:

- Increasing the proportion of Mongolian land area that can be explored from 8% of Mongolia’s territory to 20% (a 150% increase in available land).
- Extending the initial term of an exploration licence from 9 to 12 years, with an option to extend the term for a further 3 year period.
- Allows for newly issued exploration licences to be immediately transferred, and places no restriction on junior explorers to use the licences as security for capital raisings.

Aspire, and the ECJV have individually identified a number of locations that it would seek to apply for mineral exploration licences over, once the actual application process is clarified. These areas are located in proximity to existing and planned infrastructure. If the applications are successful, exploration programmes will be developed to assess prospectivity for coking coal resources.

RAIL UPDATE

Underpinning the Ovoot Project development, a railway connecting the Ovoot Project to the Trans-Mongolian Railway at Erdenet needs to be constructed ("**Northern Rail Line**").

Northern Railways, Aspire's subsidiary, has for some time been working with various Mongolian Government ministries to have the necessary permissions and approvals granted to finance and construct the Northern Rail Line between Erdenet and the Ovoot Project.

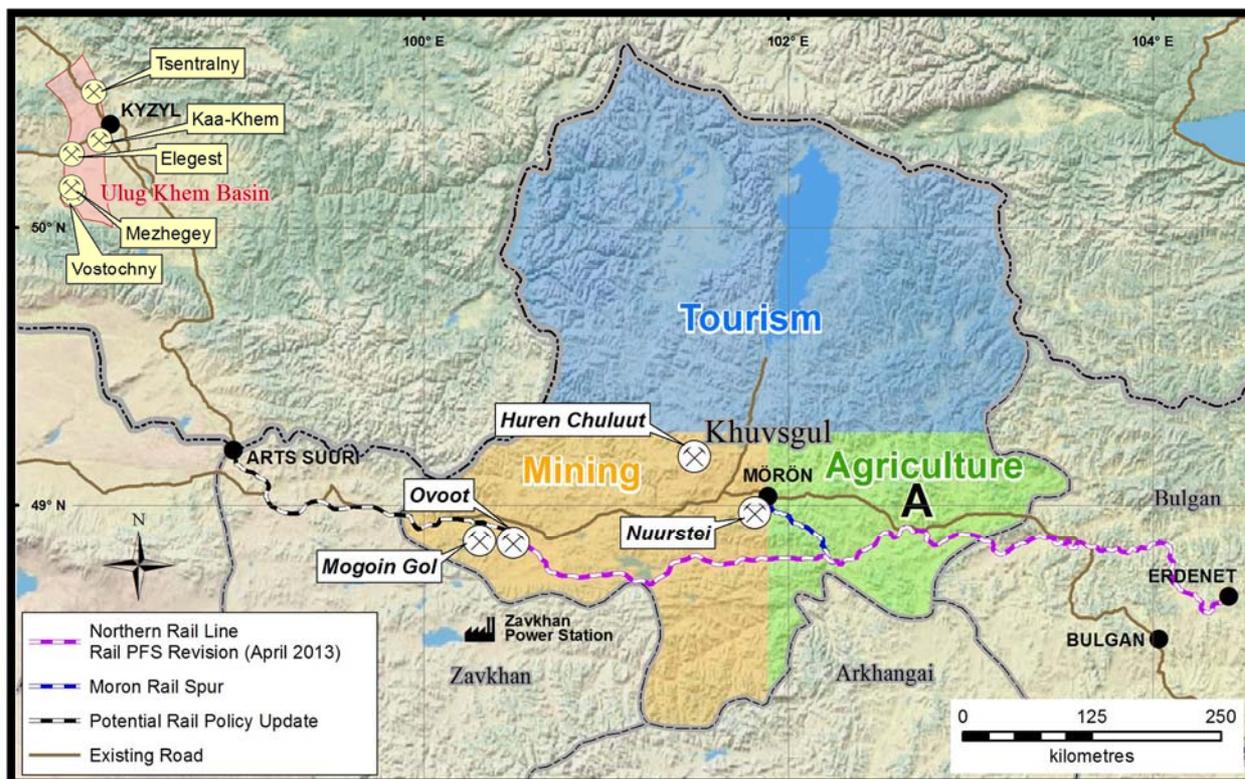


Figure 4: Northern Rail Line

National Mongolian Rail Policy

In its March 2014 Quarterly update to shareholder's, Aspire advised that it had received a number of non-binding Expressions of Interest ("**EOI**") to finance the construction of the Northern Rail Line. The EOI's received totalled US\$1.3 billion, the capital expenditure estimate for the Northern Rail Line as set out in its April 2013 Revised Pre-Feasibility Study (refer ASX Announcement dated 10 April 2013). A working group was also established at this time, comprising staff representing both Ulaanbaatar Railways ("**UBTZ**") and Northern Railways staff to investigate the optimum tie-in arrangement for the Northern Rail Line and the Trans-Mongolian Railway at Erdenet, and to ensure capacity allocation for freight along the wider Trans-Mongolian Railway to access Russia and China. UBTZ, which is Mongolia's national operator of the Trans-Mongolian Railway, is jointly owned by the Mongolian and Russian Governments.

A Mongolian Parliamentary Standing Committee ("**Committee**") has approved draft amendments to Mongolia's 2010 National Rail Policy. The amendments include the extension of the Trans-Mongolian Railway from Erdenet to Mogoin Gol (near Ovoot), and to the Russian border at Arts Suuri. These amendments were debated in Parliament on 1 July 2014 and are expected to continue to be debated when Parliament resumes.

The extension of rail to Arts Suuri and the Russian border has potential long term transport benefits for the Ulug Khem Coal Basin (also known as the Elegest Coal Basin) in Russia's Tuva province. Aspire recently met with a number of holders of coal deposits in this region and there is scope for cooperation on infrastructure and marketing with Aspire over the medium to long term.

The Mongolian Government is looking for this change in Rail Policy to be approved before the Northern Rail Line project can be added to the list of Concessions.



Figure 5: Current Mongolian Rail Policy and Erdenet – Mogoin Gol – Arts Suuri extension which has been sought for inclusion within the 2014 Rail Policy Update

Rail Operating Cost Modelling

Aspire’s subsidiary, Northern Railways LLC, has commissioned SMEC International to update the rail operating cost model for flexible and current forecasting across a number of freight volume scenarios.

DEVELOPMENT – OVOOT COKING COAL PROJECT (100%)

Sainshand Coal Blending Scoping Study

In April 2014, Aspire signed a non-binding Memorandum of Understanding with the Sainshand Industrial Complex SOE (“**Sainshand MOU**”), a Mongolian Government entity established with the responsibility for overseeing the development and operation of the Sainshand Industrial Park (“**Sainshand Park**”) to be constructed in southern Mongolia. The Sainshand MOU recognises Ovoot Project coking coal as a key supply source for the Sainshand Park which is planned to house coke and steel plants, blending facilities and other industries.

Whilst Ovoot Project coking coal requires the completion of the Northern Rail Line to access Sainshand Park, the Company has commenced a scoping study to assess the feasibility of acquiring land at Sainshand Park and creating its own blending operation. The scoping study, prepared with the assistance of Tak-Raf (German engineering contractor), is being completed on the basis of a 10 million tonne per annum operation to blend Ovoot Project coking coal with other Mongolian coals.

Power Supply

The Ovoot Project has the benefit in having access to both power and water sources readily accessible to the operation. During April, the Company signed a non-binding Letter of Intent with New Asia Group, the owner of the nearby Zavkhan Power Plant, for the supply of up to 35 megawatts of power to the Ovoot Project per annum.

New Asia Group has subsequently approached Aspire to understand whether oxidised coal produced at the Ovoot Project could be sold directly for use at the Zavkhan Power Plant. Some quantities of oxidised material would be produced as part of the mine schedule that would otherwise be considered waste material. Oxidised (non-coking) coal is not included as part of the Ovoot Project’s total 255Mt JORC Probable Coal Reserves.

During the Quarter, Aspire entered into a non-binding Memorandum of Understanding with New Asia Group to cover a possible commitment to purchase up to 250,000 tonnes per year of oxidized coal. Additionally, the Memorandum of Understanding also covers cooperation between Aspire and New Asia Group to develop necessary transmission infrastructure connecting the Ovoot Project directly with the Zavkhan Power Station.

The coal fired Zavkhan Power Plant is located approximately 70 kilometres south of the Ovoot Project and its construction has commenced with completion expected in the December quarter 2015.

Seismic Reinterpretation over Ovoot Basin

During the Quarter, the Company contracted McElroy Bryan Geological Services (“**MBGS**”) to reprocess and compare existing Logantek 2D seismic data generated in 2012.

The reprocessing may improve the ability of the seismic data to assist in developing a targeted exploration plan across the Ovoot Basin which remains prospective for additional coal resources.

MARKET UPDATE

Potential customer interest in Ovoot Project coking coal offtake continues to grow with the Company entering into a further non-binding Memorandum of Understanding for the potential offtake of Ovoot Project coking coal. This brings the total offtake interest to up to 7.4 million tonnes per annum which now represents 148% of the initial production planned under Aspire's development strategy for the Ovoot Project to produce initial saleable production of 5 mtpa, increasing up to 10mtpa in subsequent years.

Coking Coal Market

Although difficult to forecast the bottoming of the seaborne metallurgical coal price, it is encouraging that recent benchmark contract negotiations for the July – September 2014 quarter appear to have stabilised with agreement at US\$120/t for premium hard coking coal FOB Australia¹, unchanged from the June 2014 quarter pricing.

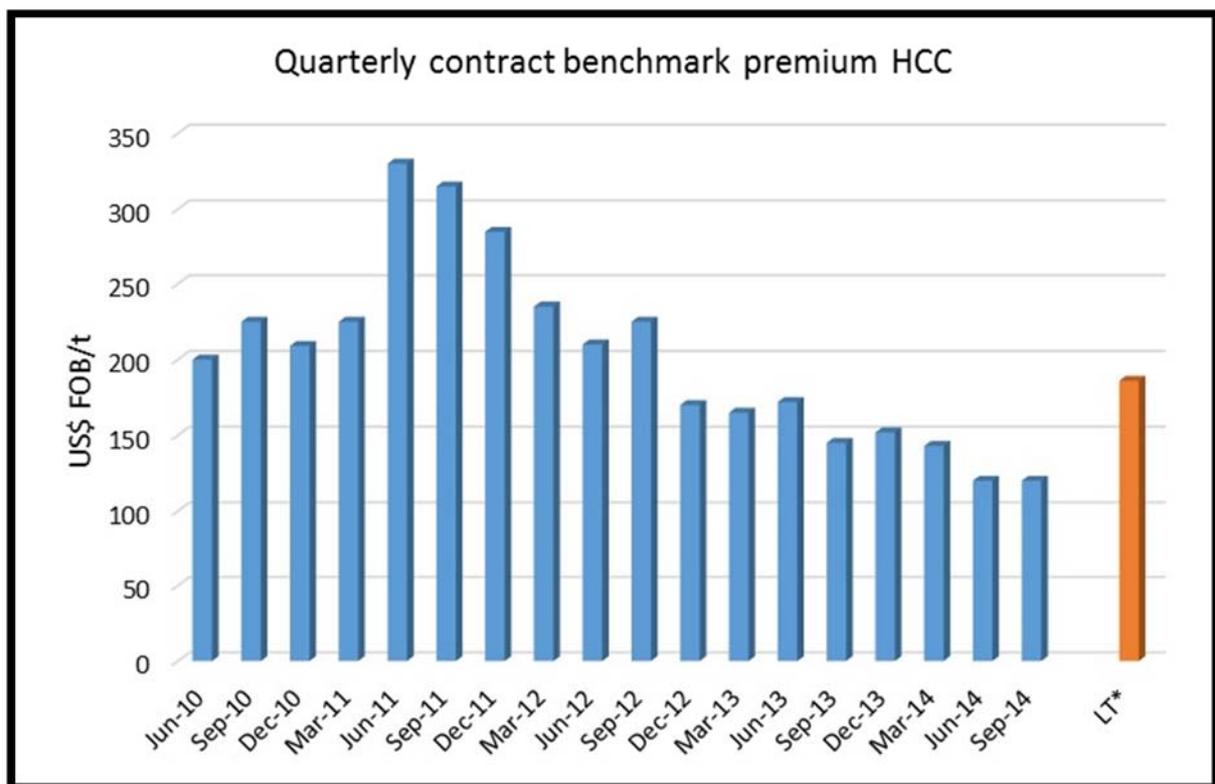


Figure 6: Historic Quarterly Premium Hard Coking Coal Benchmark²

¹ TEX Report

² Source: TEX Report. LT*: Average nominal Long Term price from 2018 onwards of 9 analysts including – Goldman Sachs, Credit Suisse, Citi, Bank of America Merrill Lynch, BMO Capital Markets, Morgan Stanley, UBS, Wood Mackenzie and BHP Billiton.

CORPORATE

Aspire and “Bright Blue” to Raise Money for Mongolian Charity

Aspire is pleased to act as a founding sponsor for an upcoming inaugural fundraising event being organised by the Western Australian Police Commissioner’s Bright Blue Charity.

Established in 2010, Bright Blue is an Australian registered fund founded and currently chaired by the Western Australian Police Commissioner, Mr Karl O’Callaghan. At its core, Bright Blue focusses on individuals participating in postie bike rides, each raising funds for charities that assist disabled and sick children. To date, Bright Blue has raised more than \$1.5 million for charity within Australia with the funds used toward assisting the prevention and treatment of childhood illnesses, including the use of drugs and alcohol and those socially disadvantaged.

In September 2014, Bright Blue will be in Mongolia for the inaugural 2,000 km motor bike ride across Mongolia’s Northern provinces. The group will consist of seven riders braving temperatures dropping to as low as -20 degrees Celsius to raise much needed funds for the Mongolian based Association of Parents with Disabled Children (“APDC”). The APDC has been working in Mongolia since 2001, without access to government funding, and aims to protect the rights of children with special needs and to support their development in mainstream society.

WA’s Police Commissioner, Mr Karl O’Callaghan welcomes support from Aspire as its founding sponsor. Mr O’Callaghan said, “The support that Aspire has shown towards helping us on many levels to organise this event is greatly appreciated, and proves to highlight the dedication of Australian companies who are actively making a difference in communities they operate in, on an international level”.

2014 Scholarship Programme

Commencing in 2012, Aspire committed to a four year Scholarship Programme that will see a total of 16 local Mongolian students receive scholarship funding to study at a Mongolian University.

Aspire has commenced its third year of the Scholarship Programme which will be open to students residing in the Tsetserleg and Tsagaan Uul nearby towns (“soums”) to Ovoot. Four students, who show outstanding results, both academically and in extracurricular achievements, will be selected and awarded with a scholarship covering the payment of tuition, fees, allowance, and gain work experience with the Company.

Cash Position and Reduced Overhead Expenditure

Aspire had AU\$3.5 million cash as at 30 June 2014.

Overheads and expenditure continue to be tightly controlled while awaiting movement on rail approvals.

Capital Structure at 30 June 2014:

Security	No on issue
Quoted Ordinary shares	658,247,056
Unquoted 5c Options (expire 12 Feb 15)	96,186,842
Unquoted 5c Performance Options (expire 12 Feb 15)	145,000,000
Unquoted Performance Rights	3,827,500

Interests in mining tenements at 30 June 2014:

Tenement	Location	Equity
Ovoot MV017098 13636X 017003X	Mongolia	100% 100% 100%
Hurimt 14510X 14637X	Mongolia	100% 100%
Jilchigbulag 12816X	Mongolia	100%
Nuurstei (EC JV) 13958X 13580X	Mongolia	30% 30%
Khus (EC JV) 15352X	Mongolia	25.5%

--Ends--

ABOUT ASPIRE MINING LIMITED

Aspire is listed on the ASX (Code: AKM) and owns 100% of the Ovoot Coking Coal Project in northern Mongolia. Aspire completed a Pre-Feasibility Study (PFS) for the Ovoot Project in May 2012, a PFS Revision in December 2012 and was granted its Mining Licence in August 2012. Aspire is targeting first production of 5Mtpa at the Ovoot Project in 2018 subject to funding, approvals, licenses and construction of rail infrastructure. Aspire's wholly owned subsidiary Northern Railways LLC is currently continuing to progress the development of railway which will connect the Ovoot Project directly to the existing Mongolian rail network. For the key assumptions used to achieve the first year target of 5mtpa of marketable coking coal, refer to December 2013 Quarterly Report announced 31 January 2014.

Aspire's development timeline for its Ovoot Project relies primarily on i) the provision of a rail concession and other approvals from the Government of Mongolia for Northern Railways to build, and operate the Northern Rail Line, connecting the Ovoot Project to the Trans-Mongolian Railway at Erdenet; and ii) financing of the Northern Rail Line. The timing with respect to the grant of a rail concession is outside of the control of Aspire. Certain activities to further progress the Ovoot Project and Northern Rail Line development, and which will follow the grant of the rail concession licences, include the completion of detailed engineering work to support definitive financing negotiations. The Company's development timeline to achieve first production by 2018 is indicative and assumes the grant of necessary Government licences, agreements and approvals in 2014.

ABOUT NORTHERN RAILWAYS LLC

Northern Railways LLC ("Northern Railways") is the Mongolian registered rail infrastructure subsidiary of Aspire Mining Limited, established as the entity to focus on developing railway infrastructure in northern Mongolia.

