

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Flinders Mines Limited

ACN/ARSN 091 118 044

1. Details of substantial holder (1)

Name The Todd Corporation Limited and its subsidiaries as listed in Annexure A (**Subsidiaries**), (together, **Todd Group**) and Head Trust Company Limited

ACN/ARSN (if applicable) New Zealand company number 3491

As none of these entities are entitled to be registered as holder of the shares, their ability to vote and dispose of these shares is qualified accordingly.

There was a change in the interests of the substantial holder on 08/04/2016
The previous notice was given to the company on 17/03/2016
The previous notice was dated 17/03/2016

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	540,356,842	18.41% based on 2,934,648,754 ordinary shares on issue in Flinders Mines Limited	570,312,370	19.43% based on 2,934,648,754 ordinary shares on issue in Flinders Mines Limited

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder 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
05/04/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	Increase in relevant interest as a result of TIO (NZ) Limited's receipt of acceptances to its takeover offer dated 31 March 2016 (Takeover Offer)	The Offer Price (\$0.013 per share) under the Takeover Offer	724,595 ordinary shares	724,595
07/04/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	Increase in relevant interest as a result of TIO (NZ) Limited's receipt of acceptances to its Takeover Offer.	The Offer Price (\$0.013 per share) under the Takeover Offer	7,213,856 ordinary shares	7,213,856
08/04/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	Increase in relevant interest as a result of TIO (NZ) Limited's receipt of acceptances to its Takeover Offer.	The Offer Price (\$0.013 per share) under the Takeover Offer	2,297,415 ordinary shares	2,297,415
17/03/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0130 per share	7,434,502 ordinary shares	7,434,502

18/03/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0130 per share	780,143 ordinary shares	780,143
21/03/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0130 per share	41,152 ordinary shares	41,152
22/03/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0130 per share	2,680,857 ordinary shares	2,680,857
23/03/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0130 per share	164,000 ordinary shares	164,000
24/03/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0130 per share	1,114,286 ordinary shares	1,114,286
29/03/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0130 per share	926,827 ordinary shares	926,827
30/03/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0130 per share	365,002 ordinary shares	365,002
31/03/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0130 per share	4,694,110 ordinary shares	4,694,110
1/04/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0130 per share	2,500 ordinary shares	2,500
5/04/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0130 per share	100,000 ordinary shares	100,000
6/04/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0130 per share	1,191,572 ordinary shares	1,191,572
07/04/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0130 per share	85,914 ordinary shares	85,914
08/04/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0130 per share	138,797 ordinary shares	138,797

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
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TIO (NZ) Limited	TIO (NZ) Limited	TIO (NZ) Limited	<p>Relevant interest under s608(1) of the Corporations Act 2001 (Cth):</p> <p>(i) as a result of being the registered holder of the shares;</p> <p>(ii) pursuant to on-market purchases of shares, settlement of which has not yet occurred (Unsettled Trades); or</p> <p>(iii) pursuant to acceptances of the Takeover Offer, settlement of which has not yet occurred (Unsettled Acceptances).</p> <p>As TIO (NZ) Limited is not yet the registered holder of the shares the subject of the Unsettled Trades and the Unsettled Acceptances, its ability to vote and dispose of these shares is qualified accordingly.</p>	570,312,370 ordinary shares	570,312,370
The Todd Group (other than TIO (NZ) Limited) and Head Trust Company Limited	TIO (NZ) Limited	TIO (NZ) Limited	<p>Relevant interest in the shares referred to in the previous row arising under s608(3)(a) and/or s608(3)(b) of the Corporations Act 2001 (Cth). As none of these entities are entitled to be registered as holder of the shares, their ability to vote and dispose of these shares is qualified accordingly.</p>	570,312,370 ordinary shares	570,312,370

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:

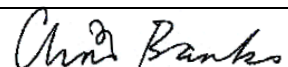
Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

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

Name	Address
The Todd Group and Head Trust Company Limited	Level 15 The Todd Building, 95 Customhouse Quay, Wellington, 6011, New Zealand

Signature

print name	Christopher Robert Banks	capacity	Company Secretary
sign here		date	11/04/2016

This is Annexure A of 3 pages referred to in Form 604 (Notice of change of interests of substantial holder)

Signature: 

Name: Chris Banks, Company Secretary

Date: 11 April 2016

Subsidiaries of The Todd Corporation Limited

Ara New Zealand Limited	Titanium Park Development Limited
Ara Vineyards Limited	Todd Bros. Limited
Ara Wines Limited	Todd Capital Limited
Ara Wines USA Limited	Todd Carbon Limited
Ara Wines USA LLC	Todd Central Limited
Balla One (Investments) Pty Limited	Todd Energy Canada Limited
Balla Two (Mining) Pty Limited	Todd Energy Limited
CM Platform Limited	Todd Energy International Pty Limited
Courtenay Nominees Limited	Todd Energy International Limited
Eagle Pharmaceutical Pty Limited	Todd Exploration Limited
Crest Energy Limited	Todd Family Office Limited
Crest Energy Kaipara Limited	Todd Industries Limited
Crest Energy Kaipara Limited	Todd International Investments Limited
Greenridge (Toowoomba) Pty Limited	Todd Land Holdings Limited
Greenridge Botanicals (Australia) Pty Limited	Todd LC Holdings Limited
GXL Royalties Limited	Todd LHS Limited
Health Distributors Australia Pty Limited	Todd Maari Limited
Heriot Nominees Limited	Todd Management Services Limited
Hydroco Limited	Todd Minerals Limited

Integria Healthcare (Australia) Pty Limited	Todd Minerals & Coal Pty Limited
Integria Healthcare (Ballina) Pty Limited	Todd Offshore Limited
Integria Healthcare (New Zealand) Limited	Todd Oil & Gas Holdings Limited
Integria Healthcare (US) Inc	Todd Petroleum Australia Limited
Integria Healthcare (Warwick) Pty Limited	Todd Petroleum Mining Company Limited
Integria Healthcare Limited	Todd Pohokura Limited
Kapiti Coast Airport Holdings Limited	Todd Property Albany Development Limited
Life - Span Australia Pty Limited	Todd Property Flat Bush Limited
Life - Span Health Supplies Limited	Todd Property Group Limited
LLD Limited	Todd Property Napier Hill Limited
Long Bay Communities Limited	Todd Property Pegasus Town Limited
Long Bay Farming Limited	Todd Property Pegasus Development Limited
Malborough Wine Group Limited	Todd Property Pegasus Town Services Limited
Marokopa Drilling Limited	Todd Property Stonefields Apartments Limited
Mediherb Pty Limited	Todd Property Albany Development Limited
Mediherb SA	Todd Property USA Limited
Natures Remedy Australia Pty Limited	Todd Property LLC
Ngunguru Coastal Holdings Limited	Paragon Pacific LLC
Ngunguru Coastal Investments Limited	Todd Property Kansas City LLC
Nova Energy Limited	Bay Area Revitalization Associates LLC
Nutrimericine Pty Limited	Todd Services Limited
OK Pharmaceuticals Limited	Todd Shipping Limited
Okura Holdings Limited	Todd Sisson (NZ) Limited
Phyto Pharmaceuticals Pty Limited	Todd Sisson General Partnership
Phytomedicine Pty Limited	Todd Sisson Limited Partnership

QLD Life-Span Therapeutic Supplies Pty Limited	Todd Tasman Oil Limited
Red 8 Limited	Todd Technologies Limited
SLM General Partnership	Todd TH Limited
SLM Limited Partnership	Todd Winegrowers Limited
Stonefields Communities Limited	TIO (NZ) Limited
Stonefields Development Limited	TSL Methanol Limited
Alterra Apartments Limited Partnership	TSL Methanol LLC
Ilico Apartments Limited Partnership	TTI (NZ) Limited
Tall Oaks Holdings Limited	TUV Holdings Limited
Thompson Nutrition Australia Pty Limited	TUV Limited
Thursday Plantation Inc	Viking Holdings Limited
Thursday Plantation Inc (UK)	Viking Mining Company Limited
Thursday Plantation Laboratories Pty Limited	Wineco Limited
NEL Farms Limited	Winegrowers of Ara Limited
TC Farms Group Limited	Todd Mangahewa Farm Limited
TEC (New Zealand) Limited	Heriot Trustees Limited
Todd Property Huapai Development Limited	PIO Mines Pty Limited
Thursday Plantation Properties Pty Limited	BBI Port Aus Operations Pty Limited
Forge Resources Swan Pty Limited	BBI Port Holdings Pty Limited
Forge Resources Crown Pty Limited	BBI Port Aus Pty Limited
Forge Balla Balla Investments Pty Limited	
BBI Rail Holdings Pty Limited	
BBI Rail Aus Pty Limited	
BBI Port Operations Holdings Pty Limited	
BBI Group Pty Limited	