

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>FLINDERS MINES LIMITED</b>
<b>ABN</b>	<b>46 091 118 044</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	<b>ROBERT MICHAEL KENNEDY</b>
<b>Date of last notice</b>	<b>19 December 2014</b>

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	<b>Indirect</b>
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	<b>TRIPLE EIGHT GOLD PTY LTD as trustee for the Blue Sky Trust in which R M Kennedy is one of the class of persons who may be a beneficiary</b>  <b>RMK SUPER PTY LTD as trustee for the R M Kennedy Super Fund of which R M Kennedy is a member</b>  <b>MANDURANG PTY LTD as trustee for the RM Kennedy Family Trust in which R M Kennedy is one of the class of persons who may be a beneficiary</b>
<b>Date of change</b>	<b>17 and 18 May 2016</b>
<b>No. of securities held prior to change</b>	<b>TRIPLE EIGHT GOLD PTY LTD</b> <b>13,638,414 Ordinary Shares</b>  <b>RMK SUPER PTY LTD</b> <b>30,205,715 Ordinary Shares</b>  <b>MANDURANG PTY LTD</b> <b>155,871 Ordinary Shares</b>
<b>Class</b>	<b>Ordinary Shares</b>

+ See chapter 19 for defined terms.

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<b>Number acquired</b>	<b>Nil</b>
<b>Number disposed</b>	<b>44,000,000 Ordinary Shares</b>
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	<b>A\$0.025/share</b>
<b>No. of securities held after change</b>	<b>Nil</b>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<b>Acceptance of revised off-market takeover made by TIO (NZ) Limited on 9 May 2016 in respect of all fully paid ordinary shares in Flinders Mines Limited.</b>

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	<b>N/A</b>
<b>Nature of interest</b>	<b>N/A</b>
<b>Name of registered holder (if issued securities)</b>	<b>N/A</b>
<b>Date of change</b>	<b>N/A</b>
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	<b>N/A</b>
<b>Interest acquired</b>	<b>N/A</b>
<b>Interest disposed</b>	<b>N/A</b>
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	<b>N/A</b>
<b>Interest after change</b>	<b>N/A</b>

### Part 3 – +Closed period

+ See chapter 19 for defined terms.

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Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

Dated 20 May 2016

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<sup>+</sup> See chapter 19 for defined terms.