

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 18/08/2016

The previous notice was given to the company on 13/07/2016

The previous notice was dated 13/07/2016

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	1,455,003,088	49.37% based on 2,947,152,568 ordinary shares on issue in Flinders Mines Limited	1,487,352,680	50.47% based on 2,947,152,568 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
13/07/2016	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 under the Takeover Offer	1,394,218 ordinary shares	1,394,218
13/07/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	24,216 ordinary shares	24,216
14/07/2016	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 under the Takeover Offer	756,035 ordinary shares	756,035
14/07/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	1,710,047 ordinary shares	1,710,047
15/07/2016	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 under the Takeover Offer	2,508,274 ordinary shares	2,508,274

15/07/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	423,945 ordinary shares	423,945
18/07/2016	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 under the Takeover Offer	1,305,180 ordinary shares	1,305,180
18/07/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	897,426 ordinary shares	897,426
19/07/2016	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 under the Takeover Offer	730,434 ordinary shares	730,434
20/07/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	599,310 ordinary shares	599,310
20/07/2016	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 under the Takeover Offer	61,500 ordinary shares	61,500
21/07/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	1 ordinary shares	1
21/07/2016	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 under the Takeover Offer	860,858 ordinary shares	860,858
22/07/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	58,192 ordinary shares	58,192
22/07/2016	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 under the Takeover Offer	78,715 ordinary shares	78,715
25/07/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	216,336 ordinary shares	216,336
25/07/2016	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 under the Takeover Offer	169,832 ordinary shares	169,832
26/07/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	5 ordinary shares	5
26/07/2016	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 under the Takeover Offer	1,276,346 ordinary shares	1,276,346
27/07/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	473,720 ordinary shares	473,720

27/07/2016	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 under the Takeover Offer	57,389 ordinary shares	57,389
28/07/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	100,001 ordinary shares	100,001
28/07/2016	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 under the Takeover Offer	593,714 ordinary shares	593,714
29/07/2016	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 under the Takeover Offer	704,130 ordinary shares	704,130
01/08/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	1,135,592 ordinary shares	1,135,592
01/08/2016	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 under the Takeover Offer	62,714 ordinary shares	62,714
02/08/2016	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 under the Takeover Offer	465,025 ordinary shares	465,025
03/08/2016	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 under the Takeover Offer	414,086 ordinary shares	414,086
04/08/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	5,258 ordinary shares	5,258
04/08/2016	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 under the Takeover Offer	204,714 ordinary shares	204,714
05/08/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	507,895 ordinary shares	507,895
05/08/2016	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 under the Takeover Offer	596,919 ordinary shares	596,919
08/08/2016	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 under the Takeover Offer	1,028,656 ordinary shares	1,028,656
09/08/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	500,001 ordinary shares	500,001
09/08/2016	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 under the Takeover Offer	458,728 ordinary shares	458,728

10/08/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	135,001 ordinary shares	135,001
10/08/2016	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 under the Takeover Offer	331,222 ordinary shares	331,222
11/08/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	172,083 ordinary shares	172,083
11/08/2016	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 under the Takeover Offer	960,000 ordinary shares	960,000
12/08/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	1,000,000 ordinary shares	1,000,000
12/08/2016	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 under the Takeover Offer	573,003 ordinary shares	573,003
15/08/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	561,213 ordinary shares	561,213
15/08/2016	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 under the Takeover Offer	1,801,579 ordinary shares	1,801,579
16/08/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	630,555 ordinary shares	630,555
16/08/2016	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 under the Takeover Offer	894,785 ordinary shares	894,785
17/08/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	100,010 ordinary shares	100,010
17/08/2016	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 under the Takeover Offer	1,146,645 ordinary shares	1,146,645
18/08/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	276,300 ordinary shares	276,300
18/08/2016	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 under the Takeover Offer	3,387,784 ordinary shares	3,387,784

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>	1,487,352,680	1,487,352,680
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>	1,487,352,680	1,487,352,680

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:

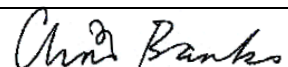
Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

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	19/08/2016

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: 19 August 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
Altera 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	