

## 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 30/9/2001.

Name of entity:	FLINDERS MINES LIMITED
ABN:	46 091 118 044

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.

Name of Director	<b>RICHARD W C WILLSON</b>
Date of last notice	6 JUNE 2008

#### 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.

Direct or indirect interest	DIRECT & INDIRECT
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	RED DOG #1 PTY LTD, as trustee for the Red Dog Trust in which R W C Willson is one of the class of persons who may be a beneficiary.
Date of change	6 & 11 JUNE 2008
No. of securities held prior to change	RED DOG #1 PTY LTD 700,000 Options over Ordinary Shares, exercisable at \$0.017, expiring 20 March 2012  50,000 Options over Ordinary Shares, exercisable at \$0.10, expiring 29 September 2008  RICHARD W C WILLSON 150,000 Options over Ordinary Shares, exercisable at \$0.10, expiring 29 September 2008
Class	OPTIONS
Number acquired	RED DOG #1 PTY LTD 40,000 Options over Ordinary Shares, exercisable at \$0.10, expiring 29 September 2008  RICHARD W C WILLSON 20,000 Options over Ordinary Shares, exercisable at \$0.10, expiring 29 September 2008

+ See chapter 19 for defined terms.

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<b>Number disposed</b>	NIL
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	RED DOG #1 PTY LTD 40,000 @ \$0.11 / OPTION  RICHARD W C WILLSON 20,000 @ \$0.125 / OPTION
<b>No. of securities held after change</b>	RED DOG #1 PTY LTD 700,000 Options over Ordinary Shares, exercisable at \$0.017, expiring 20 March 2012  90,000 Options over Ordinary Shares, exercisable at \$0.10, expiring 29 September 2008  RICHARD W C WILLSON 170,000 Options over Ordinary Shares, exercisable at \$0.10, expiring 29 September 2008
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	On Market Purchase

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

+ See chapter 19 for defined terms.