

# Notice of Annual General Meeting 2008

Notice is hereby given that the Annual General Meeting of Flinders Mines Limited ("Company") will be held at 136 Greenhill Road Unley, SA, on Tuesday 25th November 2008 at 9.00 am (Adelaide time).

## AGENDA

### ORDINARY BUSINESS

#### 1 Financial Report

To receive and consider the Company's financial statements and independent audit report for the year ended 30 June 2008.

The Annual Financial Report is available at [http://www.flindersmines.com/reports/2008/fms\\_financials\\_20080925.pdf](http://www.flindersmines.com/reports/2008/fms_financials_20080925.pdf)

#### 2 Adoption of Remuneration Report

To consider, and put the following resolution to a non binding vote:

'That the Remuneration Report required by section 300A of the Corporations Act 2001, as contained in the Company's Directors Report for the year ended 30 June 2008 be adopted.'

#### 3 Re-election of Mr E J Vickery as a Director

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

'That Mr E J Vickery being a director of the Company who retires by rotation pursuant to the Company's constitution, and being eligible, is re-elected as a director of the Company.'

#### 4. Ratification of Issue of Shares on 14 October 2008

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

'That for the purposes of Listing Rule 7.4 of the Listing Rules of the Australian Securities Exchange Limited and for all other purposes, the issue of 4,411,764 fully paid ordinary shares in the capital of the Company on the terms described in the explanatory memorandum accompanying the notice convening this meeting be approved.'

By order of the Board

**Richard W C Willson**  
COMPANY SECRETARY

Dated this 15th Day of October 2008

## Notes

A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the meeting, the member may appoint up to two proxies to attend and vote on the member's behalf.

If a member appoints two proxies, each proxy must be appointed to represent a specified proportion or number of the member's votes. Absent this specification, each proxy will need to exercise half the votes.

A proxy need not be a member of the Company.

To appoint a proxy, a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed in accordance with s 127 of the Corporations Act 2001 (Cth).

To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the commencement of the meeting. Proxy forms and authorities may be sent to: Computershare Investor Services Pty Ltd, GPO Box 242, MELBOURNE VIC 3001 or to the Company's registered office, 62 Beulah Road, NORWOOD SA 5067, or by facsimile to Computershare on 1800 783 447 or to the Company on 61 8 8132 7999

Members who forward their proxy forms by fax must make available the original executed form of the proxy for production at the meeting, if called upon to do so.

For the purpose of the meeting, shares in the Company will be taken to be held by those persons who are registered holders at close of business on Friday 21 November 2008. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

# Explanatory Memorandum

Accompanying the Notice of Annual General Meeting to be held 25 November 2008

## 1 Financial Report

The Annual Financial Report together with the Director's Report and Auditor's Report will be laid before the meeting in accordance with section 317 of the Corporations Act 2001. Members will be given the opportunity to ask questions or make comments about the management of the Company and may also ask questions of the Auditor's representative relevant to the conduct of the audit and preparation and content of the Auditor's Report.

The Annual Report has not been sent to members unless the member has specifically requested a printed copy.

The Annual Report is available at [www.flindersmines.com/reports/2008/fms\\_ar2008.pdf](http://www.flindersmines.com/reports/2008/fms_ar2008.pdf)

## 2 Adoption of Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2008 is included in the Director's Report which forms part of the 2008 Annual Report of the Company. The Remuneration Report sets out the Company's remuneration arrangements for its Directors, Officers and Senior Management.

The law requires that a resolution that the Remuneration Report be adopted, be put to the vote at the Company's AGM. The vote is advisory only and does not bind the Directors or the Company.

## 3 Re-election of Mr E J Vickery as a Director

The Company's Board of Directors comprises three directors, two of these are Non-Executive Directors. The Company's constitution requires one of these directors to retire at the meeting. A retiring director is eligible for re-election. Mr Vickery is the Director that will retire at this year's meeting. Mr Vickery offers himself for re-election.

A brief description of Mr Vickery follows:

Ewan John Vickery – *L.L.B*

A director since 16 June 2001. Mr Vickery is a corporate and business lawyer with over 30 years experience in private practice in Adelaide. He has acted as an advisor to companies on a variety of corporate and business issues including capital and corporate restructuring, native title and land access issues, and as lead native title advisor and negotiator for numerous mining and petroleum companies.

Mr Vickery is a Director of Eromanga Uranium Limited (since 2006), Maximus Resources Limited (since 2004) and member of the Exploration Committee of the South Australian Chamber of Mines and Energy Inc, the International Bar Association Energy and Resources Law Section, the Australian Institute of Company Directors and is a past national president of Australian Mining and Petroleum Law Association (AMPLA Limited).

Mr Vickery is the Chairman of the audit committee.

The other members of the Board unanimously support Mr Vickery's re-election.

## 4. Ratification of Issue of Shares on 14 October 2007

### Introduction

Listing Rule 7.1 provides that (subject to certain exceptions) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

The issue of Shares detailed in Resolution 4 did not exceed the 15% limit referred to above.

Listing Rule 7.4 provides that where a company ratifies an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby refreshing the company's 15% capacity and enabling it to issue further securities up to that limit.

### Resolution 4

Resolution 4 proposes the ratification and approval of the allotment and issue of Shares for the purpose of satisfying the requirements of Listing Rule 7.4.

In accordance with Listing Rule 7.5, the following information is provided to shareholders in relation to Resolution 4:

- 4,411,764 Ordinary, Fully Paid Shares were issued on 14 October 2008, without shareholder approval;
- the Shares were issued as part consideration for the acquisition of exploration tenements in Western Australia, as announced to the market on 1 July 2008. No funds were raised from the issue;
- the shares were issued to Cazaly Resources Limited;
- the Shares rank equally in all respects with the Company's existing ordinary Shares on issue.

### Voting Exclusion Statement

The Company shall disregard any votes cast in relation to Resolution 4 by a person who participated in the issue for which approval is sought and their associates; however, the Company will not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on a valid proxy form; and
- b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on a valid proxy form to vote as the proxy decides.



ABN 46 091 118 044

**Lodge your vote:**



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

**For all enquiries call:**

(within Australia) 1300 556 161  
(outside Australia) +61 3 9415 4000

## Proxy Form

For your vote to be effective it must be received by 9.00am (Adelaide time) Sunday 23 November 2008

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.computershare.com](http://www.computershare.com).

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

[www.investorcentre.com](http://www.investorcentre.com)

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN:



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Flinders Mines Limited hereby appoint

the Chairman of the meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Flinders Mines Limited to be held at 136 Greenhill Road, Unley SA on Tuesday, 25 November 2008 at 9.00am (Adelaide time) and at any adjournment of that meeting.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Mr E J Vickery as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of Issue of Shares on 14 October 2008	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_