

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

FLINDERS MINES LIMITED

ABN

46 091 118 044

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | Ordinary Fully Paid Shares   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 300,128,854<br>Under Entitlement Offer announced on 28 February 2014 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Ordinary Fully Paid Shares   |

+ See chapter 19 for defined terms.

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4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?	Yes. The fully paid ordinary shares will rank equally with the existing fully paid ordinary shares in Flinders from the date of issue.
	<p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	
5	Issue price or consideration	\$0.025/share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	See Appendix 3B lodged on 28 February 2014
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?	N/A
	If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A

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+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	N/A									
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A									
6f	Number of +securities issued under an exception in rule 7.2	N/A									
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A									
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A									
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements										
7	<p>+Issue dates</p> <p><small>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</small></p> <p><small>Cross reference: item 33 of Appendix 3B.</small></p>	<p>220,328,329 on 11 April 2014</p> <p>79,800,525 on 14 April 2014</p>									
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">2,400,995,602</td> <td style="text-align: center;">Ordinary Fully Paid Shares</td> </tr> </tbody> </table>	Number	+Class	2,400,995,602	Ordinary Fully Paid Shares	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">2,400,995,602</td> <td style="text-align: center;">Ordinary Fully Paid Shares</td> </tr> </tbody> </table>	Number	+Class	2,400,995,602	Ordinary Fully Paid Shares
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	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	120,000 811,200	8.5 cent Options expiring 30-6-2015 Incentive Rights expiring 30-6-2014
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

**Part 2 - Pro rata issue**

11	Is security holder approval required?	See Appendix 3B lodged on 28 February 2014	
12	Is the issue renounceable or non-renounceable?	See Appendix 3B lodged on 28 February 2014	
13	Ratio in which the +securities will be offered	See Appendix 3B lodged on 28 February 2014	
14	+Class of +securities to which the offer relates	See Appendix 3B lodged on 28 February 2014	
15	+Record date to determine entitlements	See Appendix 3B lodged on 28 February 2014	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	See Appendix 3B lodged on 28 February 2014	
17	Policy for deciding entitlements in relation to fractions	See Appendix 3B lodged on 28 February 2014	
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	See Appendix 3B lodged on 28 February 2014	

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+ See chapter 19 for defined terms.

19	Closing date for receipt of acceptances or renunciations	See Appendix 3B lodged on 28 February 2014
20	Names of any underwriters	See Appendix 3B lodged on 28 February 2014
21	Amount of any underwriting fee or commission	See Appendix 3B lodged on 28 February 2014
22	Names of any brokers to the issue	See Appendix 3B lodged on 28 February 2014
23	Fee or commission payable to the broker to the issue	See Appendix 3B lodged on 28 February 2014
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	See Appendix 3B lodged on 28 February 2014
25	If the issue is contingent on security holders' approval, the date of the meeting	See Appendix 3B lodged on 28 February 2014
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	See Appendix 3B lodged on 28 February 2014
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	See Appendix 3B lodged on 28 February 2014
28	Date rights trading will begin (if applicable)	See Appendix 3B lodged on 28 February 2014
29	Date rights trading will end (if applicable)	See Appendix 3B lodged on 28 February 2014
30	How do security holders sell their entitlements <i>in full</i> through a broker?	See Appendix 3B lodged on 28 February 2014

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+ See chapter 19 for defined terms.

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|----|---|--|
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | See Appendix 3B lodged on 28 February 2014 |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)?                    | See Appendix 3B lodged on 28 February 2014 |
| 33 | +Issue date   | See Appendix 3B lodged on 28 February 2014 |

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of +securities  
(tick one)
- (a)  +Securities described in Part 1
- (b)  All other +securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 - 1,000
  - 1,001 - 5,000
  - 5,001 - 10,000
  - 10,001 - 100,000
  - 100,001 and over

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+ See chapter 19 for defined terms.

37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

+ See chapter 19 for defined terms.

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### Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



(Company secretary)

Date: 11 April 2014

Print name: David W Godfrey

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+ See chapter 19 for defined terms.