

# 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 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>IAN JAMES GORDON</b>
<b>Date of last notice</b>	<b>24 September 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>Direct</b>
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>GORDON SUPER FUND of which I J Gordon is a member</b>
<b>Date of change</b>	<b>12 November 2014</b>
<b>No. of securities held prior to change</b>	<b>IAN JAMES GORDON 500,000 Ordinary Shares</b>  <b>GORDON SUPER FUND 2,200,000 Ordinary Shares</b>
<b>Class</b>	<b>Performance Rights expiring 30 June 2016: The rights will vest on the occurrence of the first of 2 performance conditions being either (1) a FID on the basis of a BFS to develop PIOP, or (2) a takeover of the Company. Upon vesting, Mr Gordon will be issued with 1 share for each right, for no consideration.</b>

+ See chapter 19 for defined terms.

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<b>Number acquired</b>	<b>IAN JAMES GORDON</b> <b>10,000,000 Performance Rights</b>
<b>Number disposed</b>	<b>Nil</b>
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	<b>Nil</b>
<b>No. of securities held after change</b>	<b>IAN JAMES GORDON</b> <b>500,000 Ordinary Shares</b> <b>10,000,000 Performance Rights</b>  <b>GORDON SUPER FUND</b> <b>2,200,000 Ordinary Shares</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>Shareholders approved the issue of the performance rights at the Annual General Meeting held on 22 October 2014.</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>

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<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

**Part 3 – +Closed period**

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

Dated 12 November 2014

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