

25 November 2014

## SHARE PURCHASE PLAN

Dear Shareholder,

The Company's focus over the next twelve months will be completion of a Bankable Feasibility Study for the Pilbara Iron Ore Project "PIOP" and this is why I am writing to you today.

I wish to invite you to participate in the Company's share purchase plan which gives you the opportunity to acquire further shares up to the value of \$15,000.

The PIOP is a significant high grade iron ore project located 80km north-west of Tom Price, in the heart of the Pilbara iron ore province. Your directors have an unwavering belief that the PIOP, the Company's cornerstone asset, will become a significant financial contributor for the Company.

Whilst most small and medium size iron ore miners are currently depleting their reserves for marginal profit or at a loss, Flinders is continuing to add to its resources through targeted drilling programs and technical work, which should allow the Company to complete its studies and announce a mining reserve in 2015.

Once an ore reserve is determined, your directors believe that this will open up a number of options for the funding of a high grade, low strip ratio iron ore mine, with competitive operating costs.

As you know, Flinders has an existing agreement with the Balla Balla JV to develop rail and port infrastructure for the project, and this key option is being progressed as part of the Bankable Feasibility Study.

The Bankable Feasibility Study is due to be completed in June 2015 and will require further expenditure of approximately \$5-7m. This is the reason your directors have initiated a share purchase plan which allows all shareholders to participate on the same terms as participants in the recently announced placement.

I recommend your participation in the share purchase plan that will contribute towards the Company completing its Bankable Feasibility Study for the PIOP and further de-risking what we believe is a very high quality project.

Yours sincerely

  
Robert Kennedy

Chairman

**FLINDERS MINES LIMITED**  
**ACN 091 118 044**

**SHARE PURCHASE PLAN – OFFER DOCUMENT**

| <b>Share Purchase Plan (SPP)</b> | The SPP provides eligible holders of shares in Flinders Mines Limited ( <b>Company</b> ) with the opportunity to acquire up to 1,000,000 additional shares in the Company ( <b>Shares</b> ). The total number of Shares to be issued under the SPP will be capped at 133,333,333 Shares, being the number of Shares required to raise up to a maximum of \$2 million. Applications will be accepted on a first come, first accepted basis, as the Company's directors decide. Accordingly, you may not receive the full amount or any of the shares for which you have applied. If this is the case, the excess subscription monies will be refunded to you without interest as soon as reasonably practicable. Each offer is made on the same terms and conditions.  |        |               |         |        |         |         |         |         |         |         |          |         |          |           |
|----------------------------------|---|--------|---------------|---------|--------|---------|---------|---------|---------|---------|---------|----------|---------|----------|-----------|
| <b>Eligibility</b>               | Registered holders of fully paid Shares at 6:30 pm (Adelaide time) on 18 November 2014 that have a registered address in either Australia or New Zealand are eligible to participate in the SPP ( <b>Eligible Shareholders</b> ).   |        |               |         |        |         |         |         |         |         |         |          |         |          |           |
| <b>Issue Price</b>               | The price per Share issued under the SPP will be 1.5 cents each. This price is the same price at which Shares were issued under the share placement announced to the Australian Securities Exchange ( <b>ASX</b> ) on 19 November 2014 ( <b>Placement</b> ) and is a 1.0% premium to the Company's five day volume weighted average price and a 18.8% discount to the Company's 30 day volume weighted average price for the period ending at the close of trade on 14 November 2014 (being the last day of trading prior to the announcement of the SPP and Placement).  |        |               |         |        |         |         |         |         |         |         |          |         |          |           |
| <b>Amount to invest</b>          | <p>You may apply for a minimum of 66,667 shares at a total application price of \$1,000 up to a maximum of 1,000,000 shares at a total application price of \$15,000 or any other parcel of shares as set out below:</p> <table style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">Amount</th> <th style="text-align: center;">No. of shares</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">\$1,000</td> <td style="text-align: center;">66,667</td> </tr> <tr> <td style="text-align: center;">\$2,500</td> <td style="text-align: center;">166,667</td> </tr> <tr> <td style="text-align: center;">\$5,000</td> <td style="text-align: center;">333,334</td> </tr> <tr> <td style="text-align: center;">\$7,500</td> <td style="text-align: center;">500,000</td> </tr> <tr> <td style="text-align: center;">\$10,000</td> <td style="text-align: center;">666,667</td> </tr> <tr> <td style="text-align: center;">\$15,000</td> <td style="text-align: center;">1,000,000</td> </tr> </tbody> </table> | Amount | No. of shares | \$1,000 | 66,667 | \$2,500 | 166,667 | \$5,000 | 333,334 | \$7,500 | 500,000 | \$10,000 | 666,667 | \$15,000 | 1,000,000 |
| Amount                           | No. of shares   |        |               |         |        |         |         |         |         |         |         |          |         |          |           |
| \$1,000                          | 66,667  |        |               |         |        |         |         |         |         |         |         |          |         |          |           |
| \$2,500                          | 166,667   |        |               |         |        |         |         |         |         |         |         |          |         |          |           |
| \$5,000                          | 333,334   |        |               |         |        |         |         |         |         |         |         |          |         |          |           |
| \$7,500                          | 500,000   |        |               |         |        |         |         |         |         |         |         |          |         |          |           |
| \$10,000                         | 666,667   |        |               |         |        |         |         |         |         |         |         |          |         |          |           |
| \$15,000                         | 1,000,000   |        |               |         |        |         |         |         |         |         |         |          |         |          |           |

|   |   |             |                  |                                |                  |  |                  |  |                  |                         |                  |   |                  |
|---|---|-------------|------------------|--------------------------------|------------------|--|------------------|--|------------------|-------------------------|------------------|---|------------------|
| <p><b>Indicative timetable*</b></p> <p>*Subject to the <i>Corporations Act 2001</i> and the Listing Rules of Australian Securities Exchange, these dates may be varied by the directors without prior notice. In particular, the directors reserve the right to either close the offer early or extend the closing date of the offer without prior notice to you.</p> | <table> <tr> <td>Record Date</td> <td>18 November 2014</td> </tr> <tr> <td>Despatch Date of Documentation</td> <td>25 November 2014</td> </tr> <tr> <td>Opening Date for receipt of Applications</td> <td>25 November 2014</td> </tr> <tr> <td>Closing Date for receipt of Applications</td> <td>12 December 2014</td> </tr> <tr> <td>Date of Issue of Shares</td> <td>19 December 2014</td> </tr> <tr> <td>Anticipated Date of Quotation of Shares</td> <td>22 December 2014</td> </tr> </table> | Record Date | 18 November 2014 | Despatch Date of Documentation | 25 November 2014 | Opening Date for receipt of Applications | 25 November 2014 | Closing Date for receipt of Applications | 12 December 2014 | Date of Issue of Shares | 19 December 2014 | Anticipated Date of Quotation of Shares | 22 December 2014 |
| Record Date   | 18 November 2014  |             |                  |                                |                  |  |                  |  |                  |                         |                  |   |                  |
| Despatch Date of Documentation  | 25 November 2014  |             |                  |                                |                  |  |                  |  |                  |                         |                  |   |                  |
| Opening Date for receipt of Applications  | 25 November 2014  |             |                  |                                |                  |  |                  |  |                  |                         |                  |   |                  |
| Closing Date for receipt of Applications  | 12 December 2014  |             |                  |                                |                  |  |                  |  |                  |                         |                  |   |                  |
| Date of Issue of Shares   | 19 December 2014  |             |                  |                                |                  |  |                  |  |                  |                         |                  |   |                  |
| Anticipated Date of Quotation of Shares   | 22 December 2014  |             |                  |                                |                  |  |                  |  |                  |                         |                  |   |                  |
| <p><b>How to apply</b></p>  | <p>If you wish to participate in the SPP you must complete the enclosed Application Form in accordance with the instructions on that Form and return it together with a cheque made payable to "Flinders Mines Limited Share Purchase Plan" before the Closing Date. Alternatively, you can participate in the SPP using BPAY (refer to the reverse of the enclosed Application Form for further details).</p>  |             |                  |                                |                  |  |                  |  |                  |                         |                  |   |                  |
| <p><b>Rights attached to Shares</b></p>   | <p>New Shares will rank equally with existing Shares on issue at the date of allotment.</p>   |             |                  |                                |                  |  |                  |  |                  |                         |                  |   |                  |
| <p><b>Transferring rights</b></p>   | <p>The offer is non-renounceable meaning rights to take up Shares cannot be transferred.</p>  |             |                  |                                |                  |  |                  |  |                  |                         |                  |   |                  |
| <p><b>What to do if you receive more than one Application Form</b></p>  | <p>If you receive more than one Application Form or if you hold Shares in more than one capacity, for example if you are both a sole and joint holder of Shares, you may apply on different application forms for Shares, however, the maximum number of Shares you may apply for under the SPP is 1,000,000.</p>   |             |                  |                                |                  |  |                  |  |                  |                         |                  |   |                  |
| <p><b>Other terms, conditions and important notices</b></p>   | <p>Other terms, conditions and important notices relating to the SPP appear below and on the following page and should be read in full before applying for Shares.</p>  |             |                  |                                |                  |  |                  |  |                  |                         |                  |   |                  |

**FLINDERS MINES LIMITED**  
**ACN 091 118 044**

**SHARE PURCHASE PLAN – OFFER DOCUMENT**

**OTHER IMPORTANT TERMS, CONDITIONS AND NOTICES**

1. You should be aware that the market price of Shares may rise or fall before the Shares are issued to you under the SPP; therefore, the issue price of Shares under the SPP may exceed or be less than the market price of Shares at the time of issue to shareholders.
2. Shareholders will be bound by the constitution of the Company and these terms and conditions by accepting the offer to acquire Shares under the SPP.
3. The Company has a broad discretion to accept or reject your application to purchase Shares under the SPP, including (without limitation) if: your Application Form is incorrectly completed or incomplete or otherwise determined by the Company to be invalid; the cheque or money order that you enclose with the Application Form is not made out for the exact value of the parcel of Shares that you have selected on the Application Form, is dishonoured or has not been completed correctly; or the Company believes that you are not an Eligible Shareholder.
4. You may not receive the full amount or any of the Shares for which you have applied for under the SPP. No interest will be paid on any application money returned to you.
5. If you apply to participate in the SPP by completing and returning the Application Form, or by using BPay:
  - 5.1 your application, on these terms and conditions, will be irrevocable and unconditional (it cannot be withdrawn);
  - 5.2 you acknowledge that you are an Eligible Shareholder;
  - 5.3 you certify that you have not applied for Shares with an aggregate application price in excess of \$15,000 under the SPP and any similar arrangement in the 12 months prior to your application, even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
  - 5.4 you acknowledge that you are lawfully permitted to accept the offer to acquire Shares under the SPP and participate in the SPP in accordance with the laws applicable in Australia and any other applicable laws in the jurisdiction in which you and/or the beneficial owner of your Shares are situated.
6. The Company may modify or terminate the SPP at any time. The Company will notify ASX of any modification or termination of the SPP. The omission to give notice of any modification or termination of the SPP to ASX, or the failure of ASX to receive such notice will not invalidate the termination or modification.
7. The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant, application or Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

8. Where a registered holder is a custodian that holds Shares on behalf of another person (Beneficiary) (whether directly or indirectly through one or more interposed custodians), the Company can only issue Shares totalling more than \$15,000 in any consecutive 12 month period to that custodian if, on application for the Shares, the custodian certifies in writing:
  - 8.1 that the custodian holds Shares (directly or indirectly) on behalf of one or more Beneficiaries;
  - 8.2 the number of Beneficiaries;
  - 8.3 the name and address of each Beneficiary for whom the custodian applies for Shares;
  - 8.4 for each Beneficiary, the number of Shares that the custodian holds (directly or indirectly) on behalf of that Beneficiary;
  - 8.5 for each Beneficiary, the number, or dollar amount, of Shares the Beneficiary or another custodian has instructed the custodian to accept on behalf of the Beneficiary;
  - 8.6 for each Beneficiary, that the application price for the Shares applied for on their behalf, and any other Shares in a class applied for on their behalf under a similar arrangement in the previous 12 months (excluding Shares applied for but not issued), does not exceed \$15,000;
  - 8.7 that a copy of the written offer document was given to each Beneficiary; and
  - 8.8 where the custodian holds Shares on behalf of a Beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.
9. For further information about the custodian application process, a shareholder should contact the Company's share registry, Computershare Investor Services Pty Limited, on 1300 556 161 (callers within Australia) or +61 3 9415 4000 (callers outside Australia), or consult your financial or other professional advisor.
10. Applications received from custodians must be accompanied by a completed and signed certificate in respect of the matters set out in ASIC Class Order (CO 09/425).
11. This document has been prepared for publication in Australia and New Zealand only and may not be released elsewhere. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any jurisdiction other than Australia and New Zealand. In particular, the securities referred to in this document have not been, and will not be registered under the United States Securities Act, 1933 as amended (US Securities Act), and may not be offered or sold in the United States or to or for the account or benefit of 'US Persons' (as defined in Regulation S under the US Securities Act) in the absence of registration or an available exemption from registration.
12. This offer document does not contain all the information which may be required in a prospectus or product disclosure statement. Accordingly, it is important that you carefully read and understand publicly available information regarding the Company as well as this offer document, before applying for shares. This information, such as the Company's annual and interim reports and other announcements, is available at [asx.com.au](http://asx.com.au).

## For all enquiries:

**Phone:**  
 (within Australia) 1300 556 161  
(outside Australia) 61 3 9415 4000

**Web:**  
 [www.investorcentre.com/contact](http://www.investorcentre.com/contact)

## Make your payment:



See overleaf for details of the Offer and how to make your payment

## Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (Adelaide time) Friday 12 December 2014**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Flinders Mines Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Flinders Mines Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed \$15,000.

Flinders Mines Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Flinders Mines Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Flinders Mines Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Flinders Mines Limited does not notify you of that event.

### Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

### Step 2: Make Your Payment

Note that shares may be purchased subject to purchase of the minimum value and not exceeding the maximum value. Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

**BPAY®:** See overleaf. Do not return the payment slip with BPAY payment.

**By Mail:** Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "Flinders Mines Limited Share Purchase Plan" and cross "Not Negotiable". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

# Share Purchase Plan Application Form

**STEP 1**

## Registration Name & Offer Details

 For your security keep your SRN/  
HIN confidential.

Registration Name:

Offer Details: Record date: **18 November 2014**

Minimum value available to purchase: **\$1,000**

Maximum value available to purchase: **\$15,000**

**STEP 2**

## Make Your Payment



Contact your financial institution to make your payment from your cheque or savings account.

### Pay by Mail:



Make your cheque, bank draft or money order payable to "**Flinders Mines Limited Share Purchase Plan**" and cross "**Not Negotiable**".

Return your cheque with the below payment slip to:

**Computershare Investor Services Pty Limited**  
**GPO BOX 2987 Adelaide South Australia 5001 Australia**

### Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (Adelaide time) Friday 12 December 2014. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Flinders Mines Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (Adelaide time) Friday 12 December 2014. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Flinders Mines Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

### Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

### Purchase Details for Flinders Mines Limited (choose one option)

\$1,000 (66,667 Shares) OR  \$2,500 (166,667 Shares) OR  \$5,000 (333,334 Shares)

\$7,500 (500,000 Shares) OR  \$10,000 (666,667 Shares) OR  \$15,000 (1,000,000 Shares)

X  
X

Payment must be received by 5:00pm (Adelaide time) Friday 12 December 2014

### Contact Details

Contact Name \_\_\_\_\_ Daytime Telephone \_\_\_\_\_

### Cheque Details

| Drawer | Cheque Number | BSB Number | Account Number | Amount of Cheque |
|--------|---------------|------------|----------------|------------------|
|        |               |            |                | A\$              |