

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Flinders Mines Limited

ACN/ARSN 091 118 044

1. Details of substantial holder (1)

Name The Todd Corporation Limited
ACN/ARSN (if applicable) New Zealand company number 3491

There was a change in the interests of the substantial holder on 1/12/2014
The previous notice was given to the company on 20/3/2014
The previous notice was dated 20/3/2014

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	209,493,338	9.97% based on 2,100,866,748 ordinary shares on issue in Flinders Mines Limited	540,356,842	19.91% based on 2,714,328,936 ordinary shares on issue in Flinders Mines Limited

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
24 March 2014	The Todd Corporation Limited (and each of its subsidiaries as listed in Annexure A (Subsidiaries))	Purchase of shares on-market by TIO (NZ) Limited (a wholly owned subsidiary of the Todd Corporation)	A\$239,852.30	8,000,000 ordinary shares	8,000,000
27 March 2014	The Todd Corporation Limited (and each of its subsidiaries as listed in Annexure A (Subsidiaries))	Purchase of shares on-market by TIO (NZ) Limited (a wholly owned subsidiary of the Todd Corporation)	A\$9,600.00	320,000 ordinary shares	320,000

11 April 2014	The Todd Corporation Limited (and each of its subsidiaries as listed in Annexure A (Subsidiaries))	Participation by TIO (NZ) Limited (a wholly owned subsidiary of the Todd Corporation) in non-renounceable Entitlement Offer on the basis of 1 New Share for every 7 Ordinary Shares held	A\$563,587.60	22,543,504 ordinary shares	22,453,504
25 November 2014	The Todd Corporation Limited (and each of its subsidiaries as listed in Annexure A (Subsidiaries))	Shares acquired by The Todd Corporation Limited (and each of its Subsidiaries) as a result of a placement by Flinders Mines Limited pursuant to the agreement attached as annexure B.	A\$4,500,000	300,000,000 ordinary shares	300,000,000

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
The Todd Corporation Limited (and each of its Subsidiaries)	TIO (NZ) Limited	TIO (NZ) Limited	The registered holder of the securities, TIO (NZ) Limited, is a wholly owned subsidiary of The Todd Corporation Limited. A relevant interest in Flinders Mines Limited was acquired by The Todd Corporation Limited (and each of its Subsidiaries) as a result of a placement by Flinders Mines Limited pursuant to the agreement attached as annexure B.	540,356,842 ordinary shares	540,356,842

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
The Todd Corporation Limited & TIO (NZ) Limited	Level 15 The Todd Building, 95 Customhouse Quay, Wellington, 6011, New Zealand

Signature

print name	<i>Christopher Robert BANKS</i>	capacity	Secretary
sign here	<i>Chris Banks</i>	date	01/12/2014

Annexure A

This is Annexure A of 3 pages referred to in Form 604 (Notice of change of interests of substantial holder)

Signature: *Chris Banks*
Name: *Christopher Robert BANKS*
Date: *1/12/2014*

Subsidiaries of The Todd Corporation Limited

Ara New Zealand Limited	TII Management Limited
Ara Vineyards Limited	Titanium Park Development Limited
Ara Wines Limited	Todd Bros. Limited
Ara Wines USA Limited	Todd Capital Limited
Ara Wines USA LLC	Todd Carbon Limited
Balla One (Investments) Pty Limited	Todd Central Limited
Balla Two (Mining) Pty Limited	Todd Coal Limited
CM Platform Limited	Todd Communications Limited
Courtenay Nominees Limited	Todd Energy Canada Limited
Eagle Pharmaceutical Pty Limited	Todd Energy Limited
Crest Energy Limited	Todd Energy International Pty Limited
Crest Energy Kaipara Limited	Todd Energy International Limited
Crest Energy Kaipara Limited	Todd Exploration Limited
Greenridge (Toowoomba) Pty Limited	Todd Family Office Limited
Greenridge Botanicals (Australia) Pty Limited	Todd Industries Limited
GXL Royalties Limited	Todd International Investments Limited
Health Distributors Australia Pty Limited	Todd Land Holdings Limited
Heriot Nominees Limited	Todd LC Holdings Limited
Hydroco Limited	Todd LHS Limited

Integria Healthcare (Australia) Pty Limited	Todd Maari Limited
Integria Healthcare (Ballina) Pty Limited	Todd Management Services Limited
Integria Healthcare (New Zealand) Limited	Todd Mangahewa Farm Limited
Integria Healthcare (US) Inc	Todd Minerals Limited
Integria Healthcare (Warwick) Pty Limited	Todd Minerals & Coal Pty Limited
Integria Healthcare Limited	Todd Offshore Limited
Kapiti Coast Airport Holdings Limited	Todd Oil & Gas Holdings Limited
KCE Generation Limited	Todd Petroleum Australia Limited
KCE Mangahao Limited	Todd Petroleum Mining Company Limited
KCE Retail Limited	Todd Pohokura Limited
King Country Energy Limited	Todd Property Albany Development Limited
Life - Span Australia Pty Limited	Todd Property Flat Bush Limited
Life - Span Health Supplies Limited	Todd Property Group Limited
LLD Limited	Todd Property Napier Hill Limited
Long Bay Communities Limited	Todd Property Pegasus Town Limited
Long Bay Farming Limited	Todd Property Pegasus Development Limited
Malborough Wine Group Limited	Todd Property Pegasus Town Services Limited
Marokopa Drilling Limited	Todd Property Stonefields Apartments Limited
Mediherb Pty Limited	Todd Property Albany Development Limited
Mediherb SA	Todd Property USA Limited
Moody Creek Limited	Todd Property LLC
Natures Remedy Australia Pty Limited	Paragon Pacific LLC
Ngunguru Coastal Holdings Limited	Todd Property Kansas City LLC
Ngunguru Coastal Investments Limited	Bay Area Revitalization Associates LLC
Nova Energy Limited	Todd Services Limited

Nutrmedicine Pty Limited	Todd Shipping Limited
OK Pharmaceuticals Limited	Todd Sisson (NZ) Limited
Okura Holdings Limited	Todd Sisson General Partnership
Phyto Pharmaceuticals Pty Limited	Todd Sisson Limited Partnership
Phytomedicine Pty Limited	Todd Tasman Oil Limited
QLD Life-Span Therapeutic Supplies Pty Limited	Todd Technologies Limited
Red 8 Limited	Todd TH Limited
SLM General Partnership	Todd Ventures Limited
SLM Limited Partnership	Todd Winegrowers Limited
Stonefields Communities Limited	Todd Wireless Limited
Stonefields Development Limited	TIO (NZ) Limited
Altera Apartments Limited Partnership	TSL Methanol Limited
Ilico Apartments Limited Partnership	TSL Methanol LLC
Tall Oaks Holdings Limited	TTI (NZ) Limited
Thompson Nutrition Australia Pty Limited	TUV Holdings Limited
Thursday Plantation Inc	TUV Limited
Thursday Plantation Inc (UK)	Viking Holdings Limited
Thursday Plantation Laboratories Pty Limited	Viking Investments Limited
NEL Farms Limited	Viking Mining Company Limited
TC Farms Group Limited	Wineco Limited
TEC (New Zealand) Limited	Winegrowers of Ara Limited
Thursday Plantation Properties Pty Limited	