

26 April 2019**EGM Procedure**

Flinders Mines Limited (“**Flinders**” or “**Company**”) refers to the upcoming Extraordinary General Meeting of shareholders to be held at 3.00pm WST on Wednesday 8 May 2019 (“**Meeting**”).

Appointment of Independent Chair

Given the nature of the resolutions being put to the Meeting, including a resolution for the removal from the Board of Chairman Mr Neil Warburton, the Company’s Board has unanimously resolved as part of good corporate governance that certain steps be taken so that Mr Stephen Penrose, an experienced lawyer who is independent of the Board, chair the Meeting instead of Mr Neil Warburton.

Under the Company’s Constitution, the Board is unable to appoint an independent chair at a general meeting of shareholders without seeking shareholder approval. Accordingly, at the commencement of the Meeting the Board will seek shareholder approval to appoint Mr Penrose as independent Chair.

Mr Stephen Penrose

Mr Penrose is the Managing Partner of the law firm Tottle Partners. He practices across a wide range of commercial, corporate and commercial litigation areas, and has a wide range of experience including domestic and international acquisitions, disposals, joint ventures, farm ins, partnership and contracting arrangements, complex commercial and corporate litigation in the superior courts, jurisdictional disputes, extradition, group and class action litigation, corporate insolvency, schemes of arrangement and other reconstructions. In the 2015, 2016, 2017 and 2018 Doyle’s Guides, Stephen was identified by clients and peers as a leading litigation and dispute resolution lawyer in Western Australia and in Australia.

Mr Penrose routinely appears as counsel for clients in corporate and commercial litigation and is an experienced independent Chairman.

Attendance at the Meeting

The Company advises that only eligible shareholders and the Company’s Directors and advisers will be entitled to attend the Meeting. Eligible shareholders are those persons who are registered as shareholders at 5.00 pm (WST) on 6 May 2019. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at

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the Meeting. For clarification, visitors, friends, relatives, media and non-shareholders will not be admitted to the Meeting.

Corporate Representatives

Corporate representatives of eligible shareholders are required to present valid appointment documents in order to be admitted to the Meeting. Proof of identity will be required for corporate representatives.

Appointment of an attorney

Attorneys are required to present a valid power of attorney pursuant to which they are appointed as attorney of an eligible shareholder in order to be admitted to the Meeting. Proof of identity will also be required for attorneys.

Enhanced security

The Company advises that as a result of certain threatening and illegal intimidating actions against the Directors and their families by a small number of minority shareholders, enhanced security measures will be put in place at the Meeting.

Any shareholder attempting to disrupt the proceedings or engage in unruly behaviour will be asked to leave the Meeting and, if they refuse, will be removed.

Shareholders are strictly **prohibited** from recording this Meeting in any way and if you are found doing so you will be asked to stop and/or leave the Meeting.

Bags will not be permitted in the Meeting room. As there are no cloaking facilities, the Company requests that shareholders attending the meeting leave all bags at home.

Sarah Wilson
Company Secretary