

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 and its subsidiaries as listed in Annexure A (Subsidiaries), (together, **Todd Group**) and Head Trust Company Limited

ACN/ARSN (if applicable) New Zealand company number 3491

As none of these entities are entitled to be registered as holder of the shares, their ability to vote and dispose of these shares is qualified accordingly.

There was a change in the interests of the substantial holder on 29/04/2020

The previous notice was given to the company on 13/06/2017

The previous notice was dated 13/06/2017

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 shares	1,861,779,287	55.30% based on 3,366,951,446 ordinary shares on issue in Flinders Mines Limited	2,258,958,869	58.93% based on 3,833,062,683 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
06/08/2018	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	Increase in relevant interest as a result of TIO (NZ) Limited's participation in non-renounceable 1 for 25 Entitlement Offer	\$0.07 per share	74,471,172 ordinary shares	74,471,172
29/04/2020	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	Increase in relevant interest as a result of TIO (NZ) Limited's participation in non-renounceable 1 for 6 Entitlement Offer	\$0.025 per share	322,708,410 ordinary shares	322,708,410

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
TIO (NZ) Limited	TIO (NZ) Limited	TIO (NZ) Limited	Relevant interest under s608(1) of the Corporations Act 2001 (Cth) as a result of being the registered holder of the shares.	2,258,958,869 ordinary shares	2,258,958,869
The Todd Group (other than TIO (NZ) Limited) and Head Trust Company Limited	TIO (NZ) Limited	TIO (NZ) Limited	Relevant interest in the shares referred to in the previous row arising under s608(3)(a) and/or s608(3)(b) of the Corporations Act 2001 (Cth). As none of these entities are entitled to be registered as holder of the shares, their ability to vote and dispose of these shares is qualified accordingly.	2,258,958,869 ordinary shares	2,258,958,869

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
Ara New Zealand Limited, Ara Vineyards Limited, Ara Wines Limited, Ara Wines USA Limited, Ara Wines USA LLC, Malborough Wine Group Limited, Wineco Limited Winegrowers of Ara Limited, Hydroco Limited	Ceased to be an associate on 31 August 2017 due to their deregistration
Bay Area Revitalization Associates LLC	Ceased to be an associate due to its deregistration
BBI Infrastructure Pty Limited	Became an associate on 7 November 2016 due to the incorporation
Bellus Apartments GP & LP	Became an associate on 22 October 2015 due to the incorporation
Kapiti Coast Airport Holdings Limited	Ceased to be an associate due to its sale on 9 December 2019
Korean IPTV	Became an associate on 13 June 2019 due to its acquisition
Life - Span Health Supplies Limited	Ceased to be an associate due to its deregistration
Long Bay Village Limited	Became an associate on 14 October 2015 due to the incorporation
Mediherb SA	Ceased to be an associate due to the deregistration
Saltus Apartments GP & LP Limited	Became an associate on 8 May 2012 due to the incorporation
Sunergise International Limited, Sunergise Fiji Limited, Sunergise Vanuatu Limited, Sunergise New Zealand Limited, Sunergise Solomon Islands Limited, Clay Energy Limited, Clay Energy Pty Limited and Sunergise PNG Limited	Became associates on 5 December 2019 due to their acquisition
TC Farms Group Limited	Ceased to be an associate due to its deregistration on 19 October 2018
Thursday Plantation Inc (US)	Ceased to be an associate due to its deregistration.
Todd Central Limited	Ceased to be an associate due to its deregistration on 28 September 2018
Todd Exploration Management Services Limited	Became an associate on 9 December 2015 due to the incorporation
Todd Digital Limited	Became an associate on 20 April 2018 due to the incorporation

Todd Energy International Pty Limited ACN 162 280 140	Ceased to be an associate on 09 May 2018 due to its deregistration
Todd Generation Limited Todd Generation Taranaki Limited	Became associates on 14 December 2017 due to their incorporation
Todd LC Holdings Limited	Ceased to be an associate on 15 November 2016 due to its deregistration
Todd LHS Limited	Ceased to be an associate on 12 October 2016 due to its deregistration
Todd Maari Limited	Ceased to be an associate on 5 August 2019 due to its deregistration
Todd Mangahewa Farm Limited	Ceased to be an associate on 30 September 2019 due to its deregistration
Todd Property Kansas City LLC	Ceased to be an associate due to its deregistration
Todd Property Ormiston Retail Limited	Became an associate on 1 February 2019 due to the incorporation
Todd Services Limited	Ceased to be an associate on 28 September 2018 due to its deregistration
Todd Shipping Limited	Ceased to be an associate on 5 August 2019 due to its deregistration
Todd Solar Limited	Became an associate on 26 April 2019 due to the incorporation
Todd Tasman Oil Limited	Ceased to be an associate on 27 November 2015 due to its deregistration.
Todd Winegrowers Limited	Ceased to be an associate on 24 April 2019 due to its deregistration.
TUV Holdings Limited	Ceased to be an associate on 19 October 2018 due to its deregistration.
Verto Apartments GP & LP	Became an associate on 3 June 2015 due to the incorporation
West Australian South Sea Pearls PTY Limited	Became an associate on 6 December 2017 due to acquisition

6. Addresses

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

Name	Address
The Todd Group and Head Trust Company Limited	Level 15 The Todd Building, 95 Customhouse Quay, Wellington, 6011, New Zealand

Signature

print name Christopher Robert Banks

capacity Company Secretary

sign here

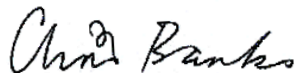
Chris Banks

date

29/04/2020

This is Annexure A of 2 pages referred to in Form 604 (Notice of change of interests of substantial holder)

Signature:



Name: Chris Banks, Company Secretary

Date: 29 April 2020

Subsidiaries of The Todd Corporation Limited

Altera Apartments GP & LP	Nova Energy Limited	Todd Property Huapai Development Limited
Balla One (Investments) Pty Limited	Okura Holdings Limited	Todd Property Napier Hill Limited
Balla Two (Mining) Pty Limited	Paragon Pacific LLC	Todd Property Pegasus Town Limited
BBI Rail Holdings Pty Limited	Pegasus Town R24 Limited	Todd Property Pegasus Town Services Limited
BBI Rail Aus Pty Limited	Pegasus Town R23 Limited	Todd Property Pegasus Development Limited
BBI Group Pty Limited	PIO Mines Pty Limited	Todd Property Whitby Development Limited
BBI Infrastructure Pty Limited	Red 8 Limited	Todd Property Ormiston Retail Limited
BBI Port Aus Pty Limited	Saltus Apartments GP & LP Limited	Todd Property Ormiston Town Centre Limited
BBI Port Aus Operations Pty Limited	SLM General Partnership	Todd Land Holdings Limited
BBI Port Operations Holdings Pty Limited	SLM Limited Partnership	Todd Management Services Limited
Bellus Apartments GP & LP	Stonefields Communities Limited	Todd Minerals Limited
Clay Energy Limited	Stonefields Development Limited	Todd Minerals Australia Pty Limited
Clay Energy Pty Limited	Sunergise Fiji Limited	Todd Offshore Limited
C M Platform Limited	Sunergise International Limited	Todd Petroleum Australia Limited
Courtenay Nominees Limited	Sunergise New Zealand Limited	Todd Petroleum Mining Company Limited
Crest Energy Limited	Sunergise PNG Limited	Todd Property Stonefields Apartments Limited
Crest Energy Kaipara Limited	Sunergise Solomon Islands Limited	Todd Property Albany Development Limited
Forge Resources Swan Pty Limited	Sunergise Vanuatu Limited	Todd Property USA Limited
Forge Resources Crown Pty Limited	Tall Oaks Holdings Limited	Todd Property USA LLC

Forge Balla Balla Investments Pty Limited	TCL Financial Services Limited	Todd Sisson (NZ) Limited
GXL Royalties Limited	TEC (New Zealand) Limited	Todd Sisson General Partnership
Heriot Nominees Limited	TIO (NZ) Limited	Todd Sisson Limited Partnership
Heriot Trustees Limited	Thursday Plantation International (UK)	Todd Solar Limited
Ilico Apartments GP & LP	Thursday Plantation Properties Pty Limited	Todd Technologies Limited
Integria Healthcare Limited	Titanium Park Development Limited	Todd TH Limited
Integria Healthcare (Australia) Pty Limited	Todd Bros. Limited	TPM Financial Services Limited
Integria Healthcare (Ballina) Pty Limited	Todd Capital Limited	TSL Methanol Limited
Integria Healthcare (New Zealand) Limited	Todd Carbon Limited	TSL Methanol LLC
Integria Healthcare Holdings (US) Inc	Todd Digital Limited	TTI (NZ) Limited
Integria Healthcare (US) Inc	Todd Energy Canada Limited	Verto Apartments GP & LP
Integria Healthcare (Warwick) Pty Limited	Todd Energy Limited	Viking Holdings Limited
Integria Trading (Shanghai) Company Limited	Todd Energy International Limited	Viking Mining Company Limited
Korean IPTV	Todd Exploration Management Services Limited	West Australian South Sea Pearls PTY Limited
LLD Limited	Todd Family Office Limited	
Long Bay Communities Limited	Todd Generation Limited	
Long Bay Farming Limited	Todd Generation Taranaki Limited	
Long Bay Village Limited	Todd Industries Limited	
Marokopa Drilling Limited	Todd International Investments Limited	
Mediherb Pty Limited	Todd Pohokura Limited	
NEL Farms Limited	Todd Property Albany Development Limited	
Ngunguru Coastal Holdings Limited	TP Flat Bush School Road Limited	
Ngunguru Coastal Investments Limited	Todd Property Group Limited	

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