

# FLINDERS MINES LIMITED

ABN 46 091 118 044

## MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS HELD ONLINE VIA THE LUMI SOFTWARE PLATFORM ON TUESDAY, 23 NOVEMBER 2021 AT 9:00AM (WST)

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| <b>PRESENT:</b>   | Shareholders/Shareholder representatives and visitors as per the attached attendance register (Annexure A).   |
| <b>PROXIES:</b>   | Proxies for 142,264,214 shares, representing 84.26% of the Company's issued capital (Annexure B).   |
| <b>DIRECTORS:</b> | Mr Neil Warburton – Independent Non-Executive Chairman<br>Hon. Cheryl Edwardes AM – Independent Non-Executive Director and Deputy Chair<br>Mr James Gurry – Independent Non-Executive Director<br>Mr Michael Wolley – Non-Executive Director<br>Mr Evan Davies – Non-Executive Director<br>Ms Amy Jiang – Non-Executive Director<br>Ms Sarah Wilson – Joint Company Secretary |
| <b>APOLOGIES</b>  | Ms Shannon Coates – Joint Company Secretary   |

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| <b>CONVENING THE MEETING AND QUORUM</b> | <p>Mr Warburton welcomed Shareholders and attendees. He noted that he would chair the meeting and that as the meeting had been properly convened in accordance with the Corporations Act, he declared the meeting open at 9:00am (WST).</p> <p>Mr Warburton acknowledged the Traditional Owners of the land on which the meeting was being held.</p> |
| <b>PRESENT</b>                          | <p>The Chairman introduced his fellow Directors, General Manager, Dr Andrew Whitehead and Chief Financial Officer, Ms Rebecca Broughton.</p> <p>He further noted that Joint Company Secretary, Ms Sarah Wilson and representatives of the Company's auditors, KPMG, were also in attendance.</p>   |
| <b>FORMAT OF MEETING</b>                | <p>The Chairman provided an overview of the planned format of the meeting. He confirmed that he had determined, as Chairman, all resolutions would be put to poll.</p>   |
| <b>CHAIRMAN'S ADDRESS</b>               | <p>The Chairman presented his Chairman's Address, as announced to ASX immediately prior to the meeting and annexed hereto as Annexure C.</p>   |
| <b>MINUTES OF PREVIOUS</b>              | <p>The Chairman noted that the minutes of the previous</p>   |

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| <b>MEETING</b>  | Annual General Meeting held on 20 November 2020 had been signed as a true and correct record of that meeting.  |
| <b>NOTICE OF MEETING</b>  | The Chairman noted that the Notice of Meeting convening the meeting was dated 22 October 2021 and had been made available to Shareholders. The Notice of Meeting was taken as read.  |
| <b>PROXIES</b>  | The Chairman noted that all valid proxies had been recorded, tabled and were open for inspection. It was noted that proxies had been received from Shareholders for a total of 142,264,214 Shares, representing 84.26% of the Company's issued capital.                                  |
| <b>PROCEDURE FOR VOTING AND QUESTIONS</b>                                 | The Chairman confirmed each Shareholder attending the meeting could vote and submit questions during the meeting. The Chairman provided an overview of the process to submit votes and ask questions and declared the poll open.   |
|   | The Chairman confirmed the poll would remain open until the end of the meeting and advanced notice would be provided prior to closing the poll. The Chairman confirmed the results of the poll would be released to ASX and the Company's website following the meeting.                 |
| <b>FORMAL BUSINESS</b>  | The Chairman noted the items of business to be considered during the meeting.  |
| <b>ANNUAL FINANCIAL STATEMENTS<br/>30 JUNE 2021</b>                       | The Annual Financial Statements of the Company for the year ended 30 June 2021 including the Directors' Report and the Auditor's Report as set out in the Company's Annual Report were tabled and considered.  |
|   | There were no questions or comments on the Annual Financial Statements.  |
| <b>RESOLUTION 1 – NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT</b> | The Chairman referred to Resolution 1 as set out in the Notice of Meeting, which was to consider and, if thought fit, to pass the following Resolution as a non-binding ordinary resolution:   |
|   | <i>“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the remuneration report required by section 300A of the Corporations Act 2001 (Cth), as contained in the Company's Directors' report for the year ended 30 June 2021, be adopted.”</i> |
|   | Proxies were displayed on the screen as set out in Annexure B.   |
|   | The Chairman asked whether there were any questions on the resolution. There were none.  |
|   | The Chair requested those persons who wished to cast a vote to please do so by submitting their vote online.   |

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**RESOLUTION 2 – ELECTION  
OF MS AMY JIANG AS A  
DIRECTOR**

The Chairman referred to Resolution 2 as set out in the Notice of Meeting, which was to consider, and if thought fit, to pass, with or without amendment, as an ordinary resolution:

*That Ms Amy Jiang, having been appointed as an additional director of the Company on 5 March 2021, who retires in accordance with clause 48 of the Company’s Constitution and being eligible and offering herself for election, be elected as a Director of the Company.”*

Proxies were displayed on the screen as set out in Annexure B.

The Chairman asked whether there were any questions on the resolution. There were none.

The Chairman requested those persons who wished to cast a vote to please do so by submitting their vote online.

**RESOLUTION 3 – RE-  
ELECTION OF MS CHERYL  
EDWARDES AS A DIRECTOR**

The Chairman referred to Resolution 3 as set out in the Notice of Meeting, which was to consider, and if thought fit, to pass, with or without amendment, as an ordinary resolution:

*“That, for the purposes of ASX Listing Rule 14.5 and Clause 48 of the Constitution, Ms Cheryl Edwardes retires and being eligible, is re-elected as a Director of the Company.”*

Proxies were displayed on the screen as set out in Annexure B.

The Chairman asked whether there were any questions on the resolution. There were none.

The Chairman requested those persons who wished to cast a vote to please do so by submitting their vote online.

**RESOLUTION 4 –  
REPLACEMENT OF  
CONSTITUTION**

The Chairman referred to Resolution 4 as set out in the Notice of Meeting, which was to consider, and if thought fit, to pass the following resolution as a special resolution:

*“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form of the document tabled at the Meeting and signed by the Chairman of the Meeting for identification purposes.”*

Proxies were displayed on the screen as set out in Annexure B.

The Chairman asked whether there were any questions on the resolution. There were none.

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The Chair requested those persons who wished to cast a vote to please do so by submitting their vote online.

**RESOLUTION 5 – BOARD  
SPILL MEETING  
(CONTINGENT RESOLUTION)**

The Chairman provided a background to Resolution 5, noting that this was a contingent resolution. He noted that on the basis of the proxy position, it was unlikely that 25% or more of votes cast on Resolution 1 would be cast against that resolution, and in that event Resolution 5 would not be put to poll at the meeting.

The Chairman referred to Resolution 5 as set out in the Notice of Meeting, which was to consider, and if thought fit, to pass, with or without amendment, as an ordinary resolution:

*“That, for the purposes of section 250V(1) of the Corporations Act and for all other purposes:*

- (a) a meeting of the Company’s members be held within 90 days of the date of this Annual General Meeting (**Spill Meeting**);*
- (b) all of the Directors in office when the Board resolution to approve the Directors’ Report for the financial year ended 30 June 2021 was passed who remain in office as Directors at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.”*

Proxies were displayed on the screen as set out in Annexure B.

The Chairman asked if there were any questions on the resolution. There were none.

The Chair requested those persons who wished to cast a vote to please do so by submitting their vote online.

**POLL**

The Chairman noted that the poll would close in 30 seconds and requested those persons who wished to cast their votes who had not already done so, to submit their votes.

The Chairman declared the poll closed and noted that the results of the meeting would be released to ASX and made available on the Company’s website as soon practicable that day.

**GENERAL Q&A**

The Chairman opened the floor to general questions from Shareholders.

The Chairman noted Shareholder, Mr Brian Blair had submitted a number of questions prior to the meeting. He noted he had queried whether there were any

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Chinese entities currently or recently doing feasibility studies that included the Company's PIOP, or had the Company provided an information or given any assistance to any Chinese entities doing feasibility studies that included PIOP. He further queried whether the Company had supplied any PIOP information to any Chinese entities in the previous 12 months.

The Chairman thanked Mr Blair for his question and noted that under the current Farm-in Agreement (FIA), BBIH Pty Ltd is the manager of PIOP, which includes undertaking a feasibility study. The Chairman further noted that the Company is not able to speak on behalf of BBIH and the partners/contractors it engages to undertake works associated with PIOP.

The Chairman noted Mr Blair also requested a breakdown of work completed and money spent by BBI Group Pty Ltd on the feasibility study, and a detailed breakdown of the work completed on PIOP by BBIG as part of the current joint venture.

The Chairman thanks Mr Blair for his question and noted that the Company, through its reporting obligations, keeps the market informed on costs, including expenditure under the \$15 million per annum minimum spend, and that this is audited by the Company to ensure expenditure is in-line with the FIA.

The Chairman noted Mr Blair had queried whether OCJ had seen a detailed breakdown of the BBIG feasibility study costs and what has been completed and if OCJ participated in the Non-Binding Indicative Offer discussions between Flinders and BBIG.

The Chairman thanked Mr Blair for his question and noted that as previously announced, an independent negotiating team had been established to assess and negotiate with BBI. He further noted the negotiating team comprised himself, Ms Edwardes, Mr Gurry and Dr Whitehead and that no individual shareholder or shareholder group has representation on the negotiating team.

The Chairman noted Mr Blair had queried whether the Company had been a participant in discussions about PIOP with any parties, not including Todd Corporation, BBIG or OCJ, and had the Company contributed to or provided information towards the development and engineering, procurement and construction (EPC) contracts related to PIOP or the BBIG joint venture. The Chairman noted he also asked if the Company had any discussions in the past 12 months about joint ventures, mergers or acquisitions.

The Chairman thanked Mr Blair for his query and noted that under the FIA, the Company is under an exclusivity arrangement with BBI Group Pty Ltd and cannot enter into discussions or negotiations with other parties in relation to PIOP.

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Ms Wilson noted Shareholder, Mr David Jenkins had queried whether BBIG or the Company was paying for the rehabilitation work at PIOP. The Chairman thanked Mr Jenkins for this query and handed over to Dr Whitehead to respond.

Dr Whitehead confirmed that all expenditure on site, including costs associated with rehabilitation work, was currently being paid for by BBIG.

Ms Wilson noted Shareholder, Mr Peter Elms, had asked whether the Company had queried BBIG as to how they can meet the State Rail Agreement timelines and the FID timelines, noting these were obviously different. The Chairman thanked Mr Elms for this query and handed over to Dr Whitehead to respond.

Dr Whitehead noted that the Company had queried this with BBIG and spoke to the timeline under the State Rail Agreement and FID timeline under the FIA.

**CLOSURE**

The Chairman noted there were no further questions and thanked Shareholders for their attendance.

There being no further business, the meeting was declared closed at 9.25am (WST).

SIGNED as a true and correct record:



\_\_\_\_\_  
Chairman

27 January 2022

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Date

# Attendance Details

Page: 1  
Date: 23 Nov 2021  
Time: 12:29

**Meeting: FLINDERS MINES LIMITED**  
**Tuesday, 23 November 2021**

|              | <u>Attendees</u> | <u>Votes</u>     |
|--------------|------------------|------------------|
| Shareholder  | 15               | 4,362,815        |
| Guest        | 14               |                  |
| <b>TOTAL</b> | <b>29</b>        | <b>4,362,815</b> |

**Shareholder** 15

Votes

|                        |           |
|------------------------|-----------|
| ALLEN, MR GRAHAM       | 17,472    |
| BLAIR, MR BRIAN        | 67,353    |
| BLOTT, MR ANTHONY      | 59,977    |
| BONISOLI, MR PETER     | 128,971   |
| DENNEHY, MR SEAN       | 43,388    |
| DRUMMOND, MR IAN       | 719,000   |
| EDWARDES, MRS CHERYL   | 20,646    |
| ELMS, MR PETER         | 37,262    |
| JENKINS, MR DAVID      | 126,120   |
| JIN, MR ZHAN           | 144,799   |
| KEANE, MR KENNETH      | 2,710,618 |
| LOWE, MICHAEL          | 12,000    |
| MAGNUS PENSION PTY LTD | 20,000    |
| MOORE, MR MARK         | 140,209   |
| TURNER, MR STAN        | 115,000   |

**Guest** 14

Votes

|                          |
|--------------------------|
| AHMED, UMAIR             |
| BUDDE, NATHAN            |
| BUTT, ADNAN              |
| CAMPBELL, BRUCE          |
| CARDY, LAURA             |
| E, EE                    |
| HAYDEN, CRAIG            |
| LIM, GARY                |
| RIGAS, KRATIS            |
| SHAUGHNESSY, JIM         |
| SMITH, RACHEL            |
| TOLENTINO, PHOEBE        |
| TURNER, WENDY            |
| VALASAYAVARI, PUSHPANAND |

**FLINDERS MINES LIMITED**  
**Annual General Meeting**  
**Tuesday, 23 November 2021**  
**Results of Meeting**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

| Resolution details                            |                    | Instructions given to validly appointed proxies<br>(as at proxy close) |                       |                       |         | Number of votes cast on the poll<br>(where applicable) |                    |          | Resolution<br>Result     |
|---|--------------------|--|-----------------------|-----------------------|---------|--|--------------------|----------|--------------------------|
| Resolution                                    | Resolution<br>Type | For  | Against               | Proxy's<br>Discretion | Abstain | For  | Against            | Abstain* | Carried /<br>Not Carried |
| 1 Adoption of the Remuneration Report         | Ordinary           | 135,845,154<br>95.49%  | 6,374,001<br>4.48%    | 45,059<br>0.03%       | 30,102  | 136,684,601<br>93.73%                                  | 9,144,596<br>6.27% | 174,901  | Carried                  |
| 2 Election of Director Ms Amy Jiang           | Ordinary           | 139,208,454<br>97.89%  | 2,960,037<br>2.08%    | 45,059<br>0.03%       | 80,766  | 142,963,941<br>97.95%                                  | 2,997,299<br>2.05% | 43,504   | Carried                  |
| 3 Re-election of Director Ms Cheryl Edwardes  | Ordinary           | 136,196,655<br>95.72%  | 6,049,157<br>4.25%    | 46,097<br>0.03%       | 2,407   | 139,795,735<br>95.84%                                  | 6,061,157<br>4.16% | 167,852  | Carried                  |
| 4 Replacement of Constitution                 | Special            | 135,658,418<br>95.36%  | 6,570,303<br>4.61%    | 45,059<br>0.03%       | 20,536  | 136,506,511<br>93.49%                                  | 9,497,697<br>6.51% | 20,536   | Carried                  |
| 5 Board Spill Meeting (Contingent Resolution) | Ordinary           | 4,913,805<br>3.46%   | 137,331,303<br>96.52% | 29,583<br>0.02%       | 19,625  | n/a  | n/a                | n/a      | n/a                      |

\* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.



23 NOVEMBER 2021

## Chairman's Address to 2021 AGM

I'm pleased to present to you today my review of 2021.

It was just over 12 months ago (4 September 2020) that we formally entered into the farm-in incorporated joint venture with BBIG to develop the Pilbara Iron Ore Project (**PIOP**).

Since that time a range of preliminary work has been undertaken by our JV Partner including further resource definition and orebody understanding, advancing the mine plan and processing facility layout and metallurgical work. Also, a significant upgrade was completed on the PIOP Mine Camp. Importantly a range of necessary rehabilitation programs at PIOP have been undertaken.

While the work undertaken has been positive, it has been restricted by COVID-19 which has impacted many activities including the necessary rehabilitation activities on the ground. Under the terms of the Farm-in Agreement, which dictates that BBIG must spend \$15 million per annum on feasibility work, any shortfall in feasibility spend is to be paid to Flinders. Earlier in the year Flinders received a shortfall advance of \$2.0 million and a further shortfall payment of \$5.48 million from BBIG is due by the end of November 2021. These payments demonstrate that the agreement is working as intended and that any shortfall in feasibility spend is paid to Flinders.

With much of the preliminary work completed and the restrictions caused by COVID-19 easing, we are hopeful that work in the current year will step-up. Having said that, we did have a further set-back in October with a bushfire in the area that caused the suspension of rehabilitation work and evacuation of the Blacksmith Camp as a precautionary measure. Importantly, there were no injuries to BBIG personnel or contractors and no damage to equipment or facilities. Planned rehabilitation work will recommence in April 2022 following the cyclone and bushfire seasons.

In December 2020, FMS received a Non-Binding Indicative Offer (**NBIO**) from BBIG proposing Flinders purchase 100% of the port, rail and infrastructure assets, including the State Rail Agreement for a nominal sum of \$1 from BBIG and a 5% royalty.

Another option being explored by the parties is to amend the current farm in joint venture agreement between BBIG and FMS to allow for a trucking option on a private haul road prior to commencing rail. Undertaking a staged development, with an initial trucking option, presents a potentially lower capex cost and accelerated start-up than the current arrangement.

Negotiations have been extensive, are ongoing and there is no certainty that an agreement will be reached. While we recognise this is taking considerable time the independent directors are focused on ensuring that any agreement is in the best interests of all shareholders. Further updates will be released should the various sensitive commercial matters mature.

The NBIO and trucking option are currently being considered by a Board negotiating team made up of myself, Independent Directors Cheryl Edwardes and James Gurry and the General Manager Dr Andrew Whitehead together with independent external advisers.

In conclusion, I would like to thank my fellow directors, including our newest member Ms Amy Jiang, who joined us during the year as a nominee of our second biggest shareholder OCJ Investment (Australia) Pty Ltd for their ongoing support and work during the year.

I would also like to thank the team, headed by Andrew Whitehead, for their ongoing diligent hard work.

And finally thank you to our shareholders for your ongoing support. Our journey has been a frustrating one at times, but we are convinced that there is considerable value to be unlocked from PIOP and we are determined to take the right pathway to development.

Thank you.

**Neil Warburton**  
**Non-Executive Chairman**

Authorised by:  
Board of Flinders Mines Limited

For further information please contact:

**Investors and Shareholders**

Andrew Whitehead  
General Manager – [AWhitehead@flindersmines.com](mailto:AWhitehead@flindersmines.com)

**Media**

Michael Weir  
Citadel-MAGNUS – 0402 347 032

**About Flinders Mines Limited**

Flinders Mines Limited is an ASX-listed (ASX: FMS) exploration and development company focused on the commercialisation of the Pilbara Iron Ore Project (PIOP). The PIOP is located approximately 70km from Tom Price in Western Australia's iron ore-rich Pilbara region.