

FLINDERS MINES LIMITED

ABN 46 091 118 044

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
HELD PALACE MEETING ROOM, GROUND FLOOR
108 ST GEORGES TERRACE, PERTH WA 6000
ON WEDNESDAY, 23 NOVEMBER 2022 AT 9:00AM (WST)**

PRESENT:	Shareholders/Shareholder representatives and visitors as per the attached attendance register (Annexure A).
PROXIES:	Proxies for 145,148,250 shares, representing 85.96% of the Company's issued capital (Annexure B).
DIRECTORS:	Hon. Cheryl Edwardes AM – Non-Executive Chair Mr James Gurry – Non-Executive Director Mr Michael Wolley – Non-Executive Director Ms Amy Jiang – Non-Executive Director Mr Daniel Harris – Non-Executive Director Mr Rob Foster – Non-Executive Director Ms Sarah Wilson – Joint Company Secretary Ms Shannon Coates – Joint Company Secretary
APOLOGIES	Nil

CONVENING THE MEETING AND QUORUM	<p>Ms Edwardes welcomed Shareholders and attendees. She noted that she would chair the meeting and that as the meeting had been properly convened in accordance with the Corporations Act, she declared the meeting open at 9:00am (WST).</p> <p>Ms Edwardes acknowledged the Traditional Owners of the land on which the meeting was being held.</p>
PRESENT	<p>The Chair introduced her fellow Directors, General Manager, Dr Andrew Whitehead and Chief Financial Officer, Ms Rebecca Broughton.</p> <p>She further noted that Joint Company Secretaries, Ms Sarah Wilson and Ms Shannon Coates and representatives of the Company's auditors, KPMG, were also in attendance.</p>
FORMAT OF MEETING	<p>The Chair provided an overview of the planned format of the meeting. She confirmed that she had determined, as Chair, all resolutions would be put to poll.</p>
MINUTES OF PREVIOUS MEETING	<p>The Chair noted that the minutes of the previous Annual General Meeting held on 23 November 2021 had been signed as a true and correct record of that meeting.</p>

NOTICE OF MEETING

The Chair noted that the Notice of Meeting convening the meeting was dated 21 October 2022 and had been made available to Shareholders. The Notice of Meeting was taken as read.

PROXIES

The Chair 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 145,148,250 Shares, representing 85.96% of the Company's issued capital.

FORMAL BUSINESS

The Chair noted the items of business to be considered during the meeting.

**ANNUAL FINANCIAL STATEMENTS
30 JUNE 2021**

The Annual Financial Statements of the Company for the year ended 30 June 2022 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.

RESOLUTION 1 – NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

The Chair 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:

“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 2022, be adopted.”

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

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

The Chair advised that the resolution would be put to a poll at the end of the meeting.

RESOLUTION 2 – ELECTION OF ROBERT FOSTER AS A DIRECTOR

The Chair 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 Mr Robert Foster, having been appointed as an additional director of the Company on 6 October 2022, will retire in accordance with clause 63 of the Company's Constitution and being eligible and offering himself for election, be elected as a Director of the Company.”

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

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

The Chair advised that the resolution would be put to a poll at the end of the meeting.

RESOLUTION 3 – ELECTION OF DANIEL HARRIS AS A DIRECTOR

The Chair 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 Mr Daniel Harris, having been appointed as an additional director of the Company on 8 August 2022, who retires in accordance with clause 63 of the Company’s Constitution and being eligible and offering himself for election, be elected as a Director of the Company.”

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

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

The Chair advised that the resolution would be put to a poll at the end of the meeting.

RESOLUTION 4 – RE-ELECTION OF DIRECTOR MICHAEL WOLLEY

The Chair 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 an ordinary resolution:

“That, for the purposes of Clause 64 of the Constitution, Mr Michael Wolley 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 Chair asked whether there were any questions on the resolution. There were none.

The Chair advised that the resolution would be put to a poll at the end of the meeting.

RESOLUTION 5 – RE-ELECTION OF DIRECTOR JAMES GURRY

The Chair referred to Resolution 5 as set out in the Notice of Meeting, which was to consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of Clause 64 of the Constitution, Mr James Gurry 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 Chair asked whether there were any questions on the resolution. There were none.

The Chair advised that the resolution would be put to a poll at the end of the meeting.

**RESOLUTION 6 –
MODIFICATION OF EXISTING
CONSTITUTION**

The Chair referred to Resolution 6 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, the Constitution of the Company be modified by making the amendments contained in the document tabled at this Meeting and signed by the Chair for the purposes of identification, with effect from the date this resolution is passed.”

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

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

The Chair advised that the resolution would be put to a poll at the end of the meeting.

POLL

The Chair handed over to a representative of the Company’s share registry, Computershare, to explain the polling process to shareholders. Computershare distributed and collected voting slips.

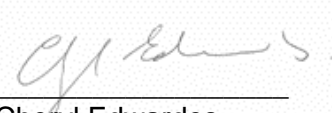
The Chair declared the poll closed and noted that the results of the meeting would be released to ASX and made available on the Company’s website as soon practicable that day.

CLOSURE

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

There being no further business, the meeting was declared closed at 9.10am (WST).

SIGNED as a true and correct record:



Cheryl Edwardes
Chair

20 December 2022

Date

Summary

Capacity	Attendance Totals	Accounts Represented	Shares Available
Shareholder	1	1	20,646
ThirdPartyProxy	1	1	3,600
NonVotingShareholder	1	0	
Guest	16	0	
Total	19	2	24,246

Attendee Name	Capacity	Account Name	Registered	Ballot Code	Votes Available
MRS CHERYL EDWARDES	Shareholder	MRS CHERYL EDWARDES	AtVenue	8380	20,646
DANIEL HARRIS	ThirdPartyProxy	MR BARRY KING & MRS CATHY KING	AtVenue	8378	3,600
MR DAVID JENKINS	NonVotingShareholder	MR DAVID JENKINS	AtVenue		
Rebecca Broughton	Guest		AtVenue		
Shannon Coates	Guest		AtVenue		
Zenny Custodio	Guest		AtVenue		
Glenn Diedrich	Guest		AtVenue		
Robert Foster	Guest		AtVenue		
Robert Gambitta	Guest		AtVenue		
James Gurry	Guest		AtVenue		
Daniel Harris	Guest		AtVenue		
Amy Jiang	Guest		AtVenue		
Amy Lee	Guest		AtVenue		
Shawn McRobert	Guest		AtVenue		
Shane Murphy	Guest		AtVenue		
Michaela Stanton-Cook	Guest		AtVenue		
Andrew Whitehead	Guest		AtVenue		
Sarah Wilson	Guest		AtVenue		
Michael Wolley	Guest		AtVenue		

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 (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Adoption of the Remuneration Report	Ordinary	136,270,862 93.88%	8,780,580 6.05%	96,808 0.07%	7,413	136,367,670 93.95%	8,780,580 6.05%	7,413	Carried
2 Election of Director Mr Robert Foster	Ordinary	137,026,826 94.45%	7,943,856 5.47%	112,808 0.08%	72,173	137,160,280 94.53%	7,943,856 5.47%	72,173	Carried
3 Election of Director Mr Daniel Harris	Ordinary	142,661,761 98.33%	2,303,921 1.59%	112,808 0.08%	77,173	142,795,215 98.41%	2,303,921 1.59%	77,173	Carried
4 Re-election of Director Mr Michael Wolley	Ordinary	136,009,242 93.70%	9,032,724 6.22%	112,808 0.08%	889	136,142,696 93.78%	9,032,724 6.22%	889	Carried
5 Re-election of Director Mr James Gurry	Ordinary	136,808,296 94.29%	8,164,670 5.63%	112,808 0.08%	69,889	136,941,750 94.37%	8,164,670 5.63%	69,889	Carried
6 Modification of Existing Constitution	Special	136,150,403 93.80%	8,901,224 6.13%	96,808 0.07%	7,228	136,267,857 93.87%	8,901,224 6.13%	7,228	Carried

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