



ASX ANNOUNCEMENT

13 March 2019

Receipt of Notices under section 249D of the Corporations Act 2001 – Requisitioning of a general meeting

Flinders Mines Limited ("**Company**") notes that it has received today notices under section 249D of the *Corporations Act 2001* (Cth) (**s249D Notices**) requesting that the Company convene a general meeting of shareholders to consider the following resolutions:

- removal Messrs Neil Warburton, Michael Wolley and Evan Davies as Directors;
- removal of any Director appointed from 9 March 2019 to the date of the general meeting; and
- appointment of Mr Brendan Dunstan as a Director.

Copies of the s249D Notices received by the Company are attached.

The Company is considering the s249D Notices and will take the appropriate action in relation them and will keep shareholders informed of any further developments in relation to the s249D Notices.

David McAdam
Executive Director



DLA Piper Australia
Level 31, Central Park
152-158 St Georges Terrace
Perth WA 6000
PO Box Z5470
Perth WA 6831
Australia
DX 130 Perth
T +61 8 6467 6000
F +61 8 6467 6001
W www.dlapiper.com

The Directors
Flinders Mines Limited
45 Ventnor Ave
West Perth WA 6005

Your reference

Our reference

SDW/SDW/409158/1
AUM/1219123996.1

13 March 2019

By Email and Post: info@flindersmines.com

Dear Sirs

**NOTICES UNDER SECTION 249D OF THE CORPORATIONS ACT 2001
(CTH)**

- 1 We act for Mr Brendon Dunstan, a shareholder of Flinders Mines Limited (**Company**).
- 2 We enclose, by way of service, notices under section 249D of the *Corporations Act 2001* (Cth) (**Corporations Act**) requiring the Company to call and arrange to hold a general meeting (**Section 249D Notices**).
- 3 The Section 249D Notices are executed by the shareholders of the Company detailed in Schedule 1 (**Shareholders**). The Shareholders together have at least 5% of the votes that may be cast at the general meeting.
- 4 We expect the Company to announce the terms of the Section 249D Notices as required by ASX Listing Rule 3.17A.
- 5 We also enclose a consent to act from Mr Dunstan.
- 6 The Shareholders intend to provide a statement under section 249P of the Corporations Act (**Statement**). We would appreciate the Company confirming the date it intends to dispatch the notice of meeting to allow the Statement to be provided in sufficient time to accompany the notice.

Yours faithfully

HEDLEY ROOST
Special Counsel
DLA PIPER AUSTRALIA

Direct +61 8 6467 6284

Hedley.Roost@dlapiper.com

DLA Piper Australia is part of DLA Piper, a global law firm, operating through various separate and distinct legal entities.

A list of offices and regulatory information can be found at www.dlapiper.com

Schedule 1 - List of Shareholders

No	Shareholder Name	Number of Shares in the Company	%
1.	MR KENNETH MARTIN KEANE & MS SALLY MORTON ROBERTS <KEANE SUPER FUND A/C>	15,759,330	0.45%
2.	MR KENNETH MARTIN KEANE	63,735,782	1.83%
3.	MR IAN DRUMMOND & MRS JANICE DRUMMOND <INSTIL ENTERPRISES S/F A/C>	17,150,000	0.49%
4.	MR NICHOLAS PAUL DRUMMOND <NPD FAMILY A/C>	4,250,000	0.12%
5.	MISS ZOE LOUISE DRUMMOND	90,515	0.00%
6.	MR GRANT RUSSELL MCGARRY	10,400,002	0.30%
7.	AEGIS INVESTMENTS PTY LIMITED <MCGARRY FAMILY S/F A/C>	2,025,715	0.06%
8.	MR BRENDON TONY DUNSTAN	9,360,000	0.27%
9.	BRENDON TONY DUNSTAN PTY LTD	3,115,631	0.09%
10.	MR ASHLEY MARTIN NEWLAND	9,700,000	0.28%
11.	MS NICOLE MAXIME BRUCE	6,336,229	0.18%
12.	MICKAN HOLDINGS PTY LTD <MICKAN FAMILY S/F A/C>	5,000,000	0.14%
13.	MR GLEN PETER MICKAN & MRS DIANNE LORRAINE MICKAN	1,100,000	0.03%
14.	MR PETER VIDVUD LAVKIS	1,000,000	0.03%
15.	PVLX PTY LTD <PETER LAVSKIS S/F A/C>	3,571,428	0.10%
16.	DR RODGER WILLIAM SCOTT THOMAS	4,540,567	0.13%
17.	SOUTHERN SHELLFISH PTY LTD <SUPERANNUATION FUND A/C>	4,150,703	0.12%
18.	SOUTHERN SHELLFISH PTY LTD	261,488	0.01%
19.	MS LI HONG CHEN	1,959,514	0.06%
20.	MR CHI LUONG LAC	1,800,000	0.05%
21.	MR GARY ALAN CHALMERS & MRS LEANNE CHALMERS	2,331,429	0.07%
22.	MR GARY ALAN CHALMERS & MRS LEANNE GAY CHALMERS <CHALMERS SUPER FUND A/C>	1,161,143	0.03%
23.	MRS REGINA BARTSCH <BARTSCH SUPER FUND A/C>	2,600,000	0.07%
24.	MR NORBERT BARTSCH & MRS REGINA BARTSCH	531,240	0.02%
25.	NORTHCOTT MUNCEY SUPER PTY LTD <THE NORTHCOTT MUNCEY SF A/C>	1,509,786	0.04%
26.	LUCRUM FUTURES PTY LTD <LUCRUM A/C>	1,514,806	0.04%
27.	MR ROBERT DEANE ANESBURY	1,210,142	0.03%

No	Shareholder Name	Number of Shares in the Company	%
28.	MRS YANPING ZHANG	802,287	0.02%
29.	MRS YANPING ZHANG	464,287	0.01%
30.	MR ROBERT DEANE ANESBURY	228,800	0.01%
31.	MR ANDREW TREVOR HIGGS	2,975,587	0.09%
32.	MR ALEKSANDER BEDNAREK	641,830	0.02%
33.	EAGLES PROJECTS SUPERFUND PTY LTD	2,037,460	0.06%
34.	MR PETER FREDERICK BONISOLI	2,763,648	0.08%
35.	MRS KAREN JANE PRESCOTT & MR STEPHEN JAMES PRESCOTT	1,947,698	0.06%
36.	MR STEPHEN JAMES PRESCOTT & MRS KAREN JANE PRESCOTT <PRESCOTT SUPER FUND A/C>	507,000	0.01%
37.	MR ANTHONY MICHAEL WILSON	2,099,657	0.06%
38.	PETER & MARGO SUPER PTY LTD <PETER & MARGO SUPER FUND A/C>	2,700,000	0.08%
39.	MR STUART DOUGLAS AGNEW	2,300,000	0.07%
40.	MRS KAREN HILLARY MERRIDEW	1,133,231	0.03%
41.	MR DAVID NELSON MERRIDEW	1,048,480	0.03%
42.	MR GAVIN TROY LACK	2,028,884	0.06%
43.	MR DAVID JENKINS	2,200,000	0.06%
44.	MR ANTHONY JAMES BLOTT & MRS MARGARET MONICA BLOTT	1,062,943	0.03%
45.	MR ANTHONY JAMES BLOTT	914,098	0.03%
46.	MR GARY DENNIS ROLPH	1,263,834	0.04%
47.	MR IAN WILLIAM HESTER	1,559,180	0.04%
48.	MR PETER RODNEY ELMS	718,622	0.02%
49.	MR PETER RODNEY ELMS & MRS PAMELA FAY ELMS	676,214	0.02%
50.	MR IAN EDWARD MORTON	154,425	0.00%
51.	MR IAN MORTON & MRS DEBORAH MORTON <DEBIAN SUPER FUND A/C>	1,544,790	0.04%
52.	MR PETER LESLIE ARTHUR SADLER	364,000	0.01%
	Total	210,302,405	6.03%

CONSENT TO ACT AS A DIRECTOR

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

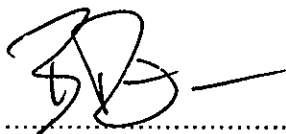
Consent to act as a director

I, Brendon Dunstan, consent to act as a director of Flinders Mines Limited ACN 091 118 044 (Company) with effect from the date of signing below.

I confirm that I am not restricted by the Corporations Act 2001 (Cth) from appointment as a director or from taking part in the management of a corporation.¹

In accordance with the Corporations Act 2001 (Cth) I submit the following information to be entered into the Company's register and lodged with ASIC:

Full Name:	Brendon Tony Dunstan
Former Names:	/
Place of Birth:	Tubbo NSW
Date of Birth:	28/12/1973
Address:	20 CYPRESS POINT DRIVE Tubbo NSW



Signature

Date: 13/03/2019

Name: Brendon Dunstan

¹ Grounds on which a person is, or may be, disqualified from being a director or a secretary of a company are set out in Corporations Act Pt 2D.6. They include being an undischarged bankrupt or convicted of certain offences relating to management of corporations or dishonesty. This paragraph is directed to disclosure of any such restriction.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR KENNETH MARTIN KEANE + MS SALLY
MORTON ROBERTS < KEANE SUPER FUND A/C >

Address of
shareholder:

P.O. Box 90 HARCOURT. VIC. 3453.

Number of shares
entitled to vote:

15,759,330

Individual or Shareholder 1

Kenneth Keane

Sole Director and Sole Company
Secretary

Shareholder 2

Sally Roberts

Director

Shareholder 3

Director/Company Secretary

Date signed: 05 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

KK SR.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR KENNETH MARTIN KEANE

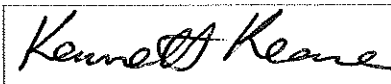
Address of shareholder:

P.O. BOX 90 HARCOURT WA 3453

Number of shares entitled to vote:

63,735,782

Individual or Shareholder 1



Sole Director and Sole Company Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

05 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

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2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

KK

**REQUEST FOR A GENERAL MEETING PURSUANT TO
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TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

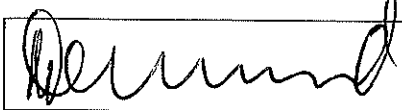
I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder: MR IAN DRUMMOND & MRS JANICE DRUMMOND
INSTIL ENTERPRISES S/F A/C

Address of shareholder: 19 BOLINGBROKE GROVE
TOORAK GARDENS SA 5065

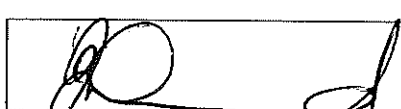
Number of shares entitled to vote: 17,150,000

Individual or Shareholder 1



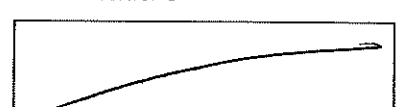
Sole Director and Sole Company Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed: 04 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director**

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. **Resolution 2 - Removal of Mr Michael Wolley as a Director**

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. **Resolution 3 - Removal of Mr Evan Davies as a Director**

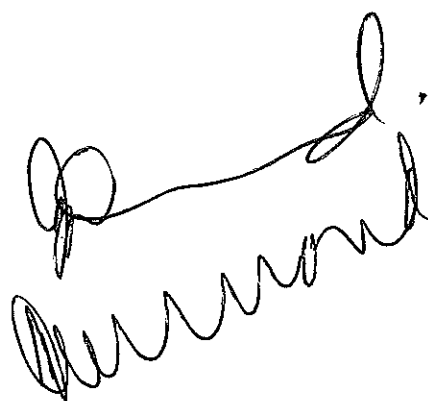
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. **Resolution 4 - Removal of New Directors**

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director**

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

A handwritten signature in black ink, appearing to read 'Brendon Dunstan', written in a cursive style.

04/03/2019

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

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Name of shareholder:

MR NICHOLAS PAUL DRUMMOND
NPD FAMILY A/C

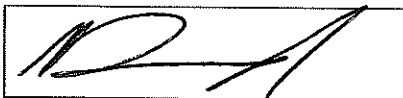
Address of
shareholder:

51A HALSBURY AVENUE KINGSWOOD SA 5062

Number of shares
entitled to vote:

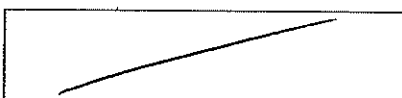
4,250,000

Individual or Shareholder 1




Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

04 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director**

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. **Resolution 2 - Removal of Mr Michael Wolley as a Director**

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. **Resolution 3 - Removal of Mr Evan Davies as a Director**

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

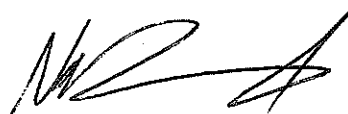
4. **Resolution 4 - Removal of New Directors**

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director**

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

04/03/2019



**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

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45 Ventnor Ave
West Perth WA 6005

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Name of shareholder:

MISS ZOE LOUISE DRUMMOND

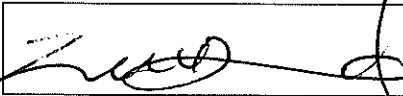
Address of shareholder:

19 BOLINGBROKE GROVE
TOORAK GARDENS SA 5065

Number of shares entitled to vote:


90,515

Individual or Shareholder 1



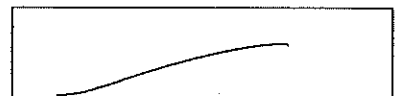
Sole Director and Sole Company Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

03 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

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03/03/2019

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Name of shareholder:

MR GRANT RUSSELL MCGARRY

Address of shareholder:

13 BECKER ST, MOURA, QLD 4718

Number of shares entitled to vote:

10,400,002

Individual or Shareholder 1

G Mc Garry

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

4th / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

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Name of shareholder:

AEGIS INVESTMENTS PTY LIMITED
< MCGARRY FAMILY S/F A/C >

Address of
shareholder:

UNIT 30/4 MYILLY TCE
LARRAKEEYAH NT 0820

Number of shares
entitled to vote:

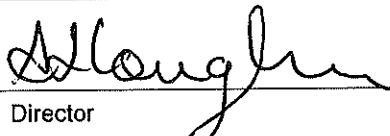
2,025,715

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

4th / 03 / 2019

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4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the Corporations Act 2001 (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR BRENDON TONY PUNSTAN


Address of shareholder:

219 CLEARWATER PLACE DURBO NSW 2280

Number of shares entitled to vote:

9,360,000

Individual or Shareholder 1



Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

4 / 03 / 2019

Signing Instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director**
"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."
2. **Resolution 2 - Removal of Mr Michael Wolley as a Director**
"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."
3. **Resolution 3 - Removal of Mr Evan Davies as a Director**
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."
4. **Resolution 4 - Removal of New Directors**
"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."
5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director**
"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/~~We~~ declare that I/~~we~~ are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

BRENDON TONY DUNSTAN PTY LTD

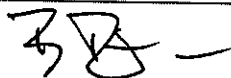
Address of shareholder:

1 SWIFT STREET WELLINGTON NSW 2820

Number of shares entitled to vote:

3,115,631

Individual or Shareholder 1



Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

9 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (**Company**)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR ASHLEY MARTIN NEWLAND

Address of
shareholder:

UNIT 8 16-18 ABINGER ST
RICHMOND VIC 3121

Number of shares
entitled to vote:

9,700,000

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

04 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions



1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

NICOLE MAXIME BRUCE

Address of shareholder:

16 HALDANE CRESCENT BAYNTON WA 6714

Number of shares entitled to vote:

6 336 229

Individual or Shareholder 1

Nicole

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

03 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

A handwritten signature in black ink, consisting of a stylized 'S' or 'B' shape, located at the bottom right of the page.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the Corporations Act 2001 (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MICKAN HOLDINGS PTY. LIMITED
<MICKAN FAMILY SUPER FUND ATC>

Address of shareholder:

717 OLD GYMPIE RD
NARANGBA. QLD. 4506.

Number of shares entitled to vote:

5,000,000

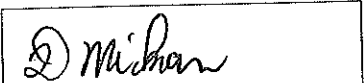
Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

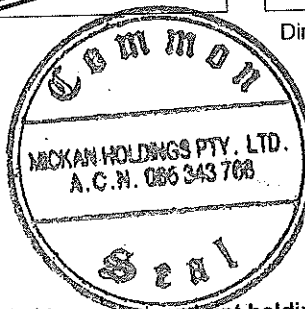

Director

Shareholder 3



Director/Company Secretary

Date signed: THIRD MARCH 2019



Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.



Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director**

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. **Resolution 2 - Removal of Mr Michael Wolley as a Director**

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. **Resolution 3 - Removal of Mr Evan Davies as a Director**

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. **Resolution 4 - Removal of New Directors**

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director**

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

A handwritten signature in black ink, appearing to be 'J. M.' or similar, located in the bottom right corner of the page.

REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the Corporations Act 2001 (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR GLEN PETER MICKAN &
MRS DIANNE LORRAINE MICKAN

Address of shareholder:

717 OLD GYMPY ROAD
NARANGBA. QLD. 4504.

Number of shares entitled to vote:

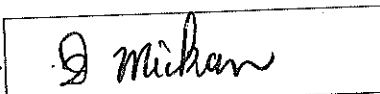
1,100,000

Individual or Shareholder 1



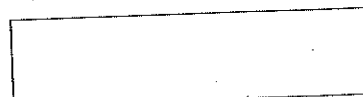
Sole Director and Sole Company Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed: THIRD MARCH 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.



Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director**

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. **Resolution 2 - Removal of Mr Michael Wolley as a Director**

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. **Resolution 3 - Removal of Mr Evan Davies as a Director**

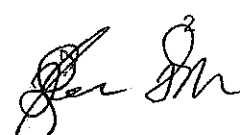
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. **Resolution 4 - Removal of New Directors**

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director**

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

A handwritten signature in dark ink, appearing to be 'J. M.' with a flourish at the end.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder: MR PETER VIDVUD LAUSKIS

Address of shareholder: 54 223 NORTH TCE
ADELAIDE SA 5000

Number of shares entitled to vote: 1,000,000

Individual or Shareholder 1

MR PETER VIDVUD LAUSKIS

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

5, MAR, 2019

Peter Lauskis

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder: PVLX PTY LTD
PETER LAVSKIS S/F A/C

Address of shareholder: 54 223 NORTH TCE
ADELAIDE SA 5000

Number of shares entitled to vote: 3,571,428

Individual or Shareholder 1

MR PETER VIDVUD LAVSKIS

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed: ~~5 MARCH~~ 1 MAR 2019

Peter Lavskis

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director**

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. **Resolution 2 - Removal of Mr Michael Wolley as a Director**

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. **Resolution 3 - Removal of Mr Evan Davies as a Director**

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. **Resolution 4 - Removal of New Directors**

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director**

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

DR Roger William Scott Thomas


Address of
shareholder:

7 Nana Drive Hawthornedene SA 5051

Number of shares
entitled to vote:

4540567

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

4th

March 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

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5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

RWS

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

SOUTHERN SHELLFISH PTY LTD SUPERANNUATION FUND

Address of
shareholder:

36 ANDRIANA DRIVE BUDERIM QUEENSLAND 4556

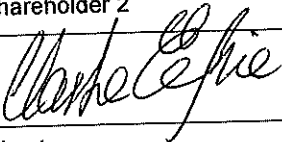
Number of shares
entitled to vote:

4,150 703

Individual or Shareholder 1


Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed: 2nd / March / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

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"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

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5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

Charles G. H. E.
Susan E. P. R.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

SOUTHERN SHELLFISH PTY LTD

Address of
shareholder:

36 ANDRIANA DRIVE BUDERIM QUEENSLAND 4556

Number of shares
entitled to vote:

261,488

Individual or Shareholder 1

Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

2nd

/ March

/ 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

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5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (**Company**)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MS LI HONG CHEN


Address of
shareholder:

14 LIDDY STREET. KENSINGTON VIC 3031

Number of shares
entitled to vote:

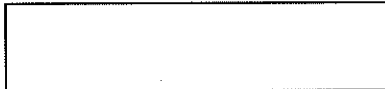
1,959,514

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

6 13 12019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

Mr. CHI LUONG LAC

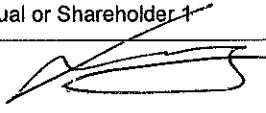
Address of
shareholder:

14 LIDDY STREET. KENSINGTON VIC 3031

Number of shares
entitled to vote:

1,800,000

Individual or Shareholder 1



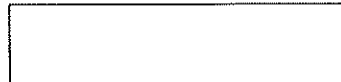
Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

6 / 3 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

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"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

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5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

C.L.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

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Name of shareholder:

MR GARY ALAN CHALMERS + MRS LEANNE CHALMERS.

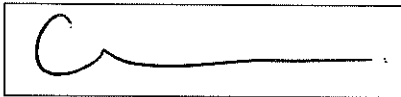
Address of
shareholder:

1 SPURGEON CLOSE, RYE, VIC, 3941

Number of shares
entitled to vote:

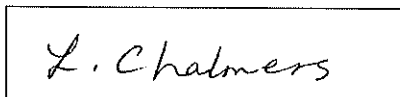
2,331,429

Individual or Shareholder 1



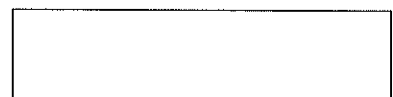
Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed: 04 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

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"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

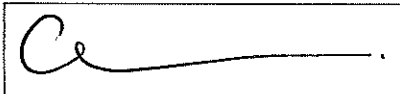
I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder: MR GARY ALAN CHALMERS + MRS LEANNE GAY CHALMERS
< CHALMERS SUPER FUND A/K >

Address of shareholder: 1 SPURGEON CLOSE, RYE, VIC, 3941

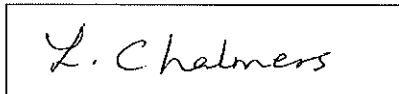
Number of shares entitled to vote: 1,161,143

Individual or Shareholder 1



Sole Director and Sole Company Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed: 04 / 03 / 2019

Signing instructions

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**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

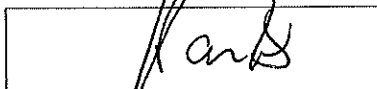
I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder: MRS REGINA BARTSCH
<BARTSCH SUPER FUND A/C>

Address of shareholder: PO BOX 38744
WINNELLIE NT 0821

Number of shares entitled to vote: 2600000

Individual or Shareholder 1



Sole Director and Sole Company Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed: 3 / March / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

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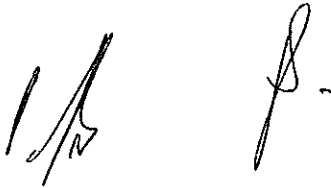
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

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5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

Two handwritten signatures in black ink, one on the left and one on the right, positioned below the text of Resolution 5.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR NORBERT BARTSCH &
MRS REGINA BARTSCH

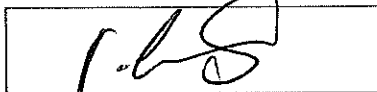
Address of
shareholder:

PO BOX 38744 WINNELLIE NT 0821

Number of shares
entitled to vote:

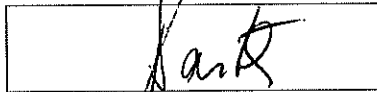
531240

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

3 / March / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

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"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

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Name of shareholder:

NORTHCOTT MUNCEY SUPER PTY LTD


Address of shareholder:

220/205 KING ARTHUR TCE
TENNYSON QLD 4105

Number of shares entitled to vote:

1,509,786

Individual or Shareholder 1



Sole Director and Sole Company Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

4 / 3 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

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**REQUEST FOR A GENERAL MEETING PURSUANT TO
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TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

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Name of shareholder:

LUCRUM FUTURES PTY LTD


Address of
shareholder:

UNIT 24, 315 ARCHERFIELD RD
RICHMOND QLD 4077

Number of shares
entitled to vote:

1,514,806

~~Individual~~ or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

4 / 3 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

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**REQUEST FOR A GENERAL MEETING PURSUANT TO
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West Perth WA 6005

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Name of shareholder: Mr Robert Deane Anasbury

Address of shareholder: 3 Fryer Street
Hallett Cove SA 5158

Number of shares entitled to vote: 1,210,142

Individual or Shareholder 1

R. Anasbury

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed: 02 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

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5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

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A handwritten signature in black ink, appearing to be 'J. R.', located in the bottom right corner of the page.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
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TO: Flinders Mines Limited (Company)
45 Ventnor Ave
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Name of shareholder:

Mrs Yauping Zhang

Address of
shareholder:

3 Fryer Street
Hallett Cove SA 5158

Number of shares
entitled to vote:

802, 287

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

02 / 03 / 2019

Signing instructions

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Name of shareholder:

Mrs Yanping Zhang

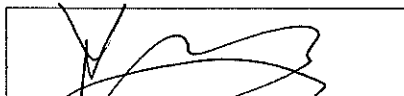
Address of shareholder:

3 Fryer Street
Hallett Cove SA 5158

Number of shares entitled to vote:

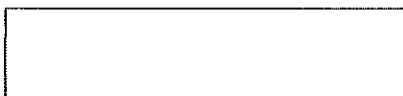
464,287

Individual or Shareholder 1



Sole Director and Sole Company Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

02 / 03 / 2019

Signing instructions

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Name of shareholder:

Mr Robert Deane Anesbury

Address of shareholder:

3 Fryer Street
Hallett Cove SA 5158

Number of shares entitled to vote:

228,800

Individual or Shareholder 1

RAnesbury.

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

02 / 03 / 2019

Signing instructions

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4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

A handwritten signature in black ink, appearing to be a stylized 'R' or 'B' followed by a dot.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (**Company**)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

Mr. Andrew Trevor Higgs

Address of
shareholder:

PO Box R1683, Royal Exchange, NSW, 1225, Australia

Number of shares
entitled to vote:

2,975,587

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed: 6 / 3 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR Aleksander Bednarek

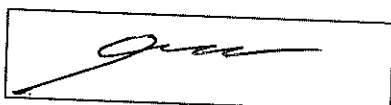
Address of
shareholder:

PO BOX 649, Waverley NSW 2024

Number of shares
entitled to vote:

641830

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed: 03 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director**
"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."
2. **Resolution 2 - Removal of Mr Michael Wolley as a Director**
"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."
3. **Resolution 3 - Removal of Mr Evan Davies as a Director**
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."
4. **Resolution 4 - Removal of New Directors**
"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."
5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director**
"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

Eagles Projects Superfund Pty Ltd

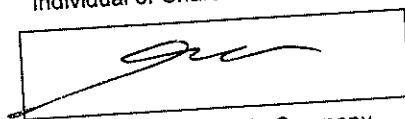
Address of
shareholder:

PO BOX 649, Waverley 2024 NSW

Number of shares
entitled to vote:

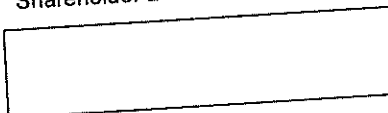
2037460

Individual or Shareholder 1



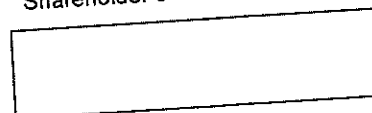
Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

03 / 03 / 2019

Signing Instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.



Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR. PETER. FREDERICK BONISOLI

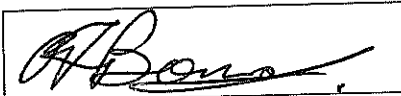
Address of shareholder:

78 RYEDALE RD EASTWOOD N.S.W. 2122.

Number of shares entitled to vote:

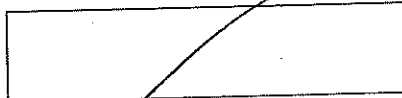
2,763,648

Individual or Shareholder 1



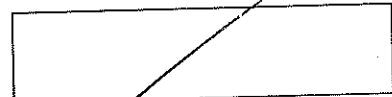
Sole Director and Sole Company Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

03/03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

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"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

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**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (**Company**)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MRS KAREN JANE PRESCOTT
MR STEPHEN JAMES PRESCOTT

Address of
shareholder:

27 NAMBOUR CRESCENT, WEST LAKES SHORE,
ADELAIDE, SOUTH AUSTRALIA, 5020.

Number of shares
entitled to vote:

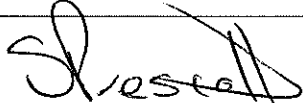
1,947,698

Individual or Shareholder 1



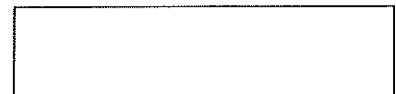
Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

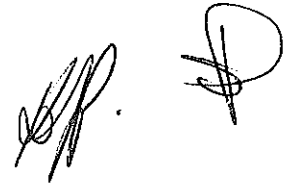
04 / 03 / 2019

Signing Instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions



1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

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"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR STEPHEN JAMES PRESCOTT +
MRS KAREN JANE PRESCOTT
(PRESCOTT SUPER FUND A/C)

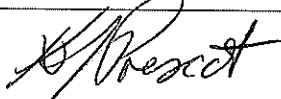
Address of
shareholder:

27 NAMBOUR CRESCENT, WEST LAKES SHORE
ADELAIDE, SOUTH AUSTRALIA, 5020

Number of shares
entitled to vote:

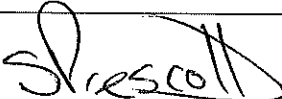
507 000

Individual or Shareholder 1



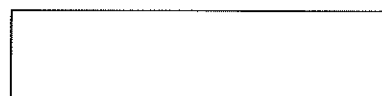
Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

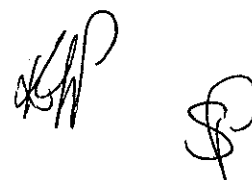
04 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

Two handwritten signatures in black ink are located in the top right corner of the page. The first signature is a stylized 'KHP' and the second is a stylized 'SP'.

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

ANTHONY MICHAEL WILSON

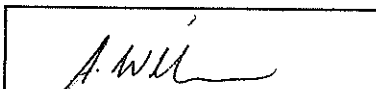
Address of
shareholder:

23 NORWOOD ROAD, RIVERVALE, WA 6103

Number of shares
entitled to vote:

2,099,657

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

05 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

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5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

Aw.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder: PETER & MARGO SUPERANNUATION FUND

Address of shareholder: C/- SMSF VAULT P.O. Box 296
SUBIACO WEST AUSTRALIA 6904

Number of shares entitled to vote: 2,700,000

Individual or Shareholder 1

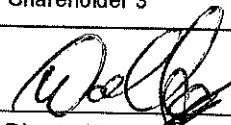
Sole Director and Sole Company Secretary

Shareholder 2

Mygould

Director

Shareholder 3



Director/Company Secretary

Date signed:

5th / 3 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director**
"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."
2. **Resolution 2 - Removal of Mr Michael Wolley as a Director**
"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."
3. **Resolution 3 - Removal of Mr Evan Davies as a Director**
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."
4. **Resolution 4 - Removal of New Directors**
"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."
5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director**
"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

Mr Stuart Douglas Agnew

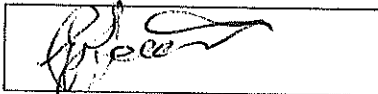
Address of
shareholder:

Unit 1 / 6 Kwila Crescent
Peregian Springs QLD 4573

Number of shares
entitled to vote:

2 , 300 , 000

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed: 06 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

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2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

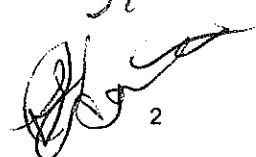
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

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5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

SA

2

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder: Mrs Karen Hillary Merridew

Address of shareholder: Waterford Valley Lakes
Unit 116
175 Kelletts Road
Rowville VIC 3178

Number of shares entitled to vote: 1,133,231

Individual or Shareholder 1

Karen Merridew

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed: K. Merridew

2/3/2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

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"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

R. Menides

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder: Mr David Nelson Merridew

Address of shareholder: Waterford Valley Lakes
Unit 116
175 Kelletts Road
Rowville VIC 3178

Number of shares entitled to vote: 1,048,480

Individual or Shareholder 1

David Merridew

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

D. Merridew

2/3 /2019

Signing Instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

D Mendew

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR GAVIN TROY LACK

Address of
shareholder:

6 ORCHID DRIVE MOUNT COTTON QLD 4165

Number of shares
entitled to vote:

2028884

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed: 03 / March / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

G.L.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (**Company**)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

Mr David Jenkins

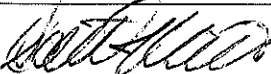
Address of
shareholder:

45 Schoeffel Drive Echuca VIC 3564

Number of shares
entitled to vote:

2,200,000 (Two Million and Two Hundred Thousand Shares)

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed: 03 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the Corporations Act 2001 (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR. ANTHONY JAMES BLOTT & MRS. MARGARET MONICA BLOTT


Address of shareholder:

9, SEABROOK ST, MT HAWTHORN, W.A. 6016

Number of shares entitled to vote:


1,062,943

Individual or Shareholder 1



Sole Director and Sole Company Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

4 / 3 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director**
"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."
2. **Resolution 2 - Removal of Mr Michael Wolley as a Director**
"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."
3. **Resolution 3 - Removal of Mr Evan Davies as a Director**
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."
4. **Resolution 4 - Removal of New Directors**
"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."
5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director**
"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR. ANTHONY JAMES BLOTT


Address of
shareholder:

9, SEABROOK ST, MT HAWTHORN, W.A. 6016

Number of shares
entitled to vote:

914,098

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

4 / 3 / 2019

Signing Instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director**
"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."
2. **Resolution 2 - Removal of Mr Michael Wolley as a Director**
"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."
3. **Resolution 3 - Removal of Mr Evan Davies as a Director**
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."
4. **Resolution 4 - Removal of New Directors**
"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."
5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director**
"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

apb

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR GARY DENNIS ROLPH

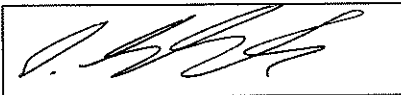
Address of shareholder:

UNIT 14, 22-26 HERBERT ST
WEST RYDE, NSW, 2114

Number of shares entitled to vote:


1, 263, 834

Individual or Shareholder 1



Sole Director and Sole Company Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

04 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

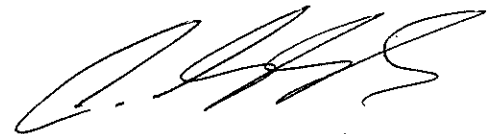
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



04/03/19

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (**Company**)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR IAN WILLIAM HESTER

Address of
shareholder:

14 FORESHORE ROAD, BALVARRING BEACH. 3926

Number of shares
entitled to vote:

1,559,180

Individual or Shareholder 1

Shareholder 2

Shareholder 3

MR IAN W. HESTER

Ian W. Hester

Sole Director and Sole Company
Secretary

Director

Director/Company Secretary

Date signed:

7 / 3 / 2019

Ian W. Hester

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director** *Y.W.H.*

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. **Resolution 2 - Removal of Mr Michael Wolley as a Director** *Y.W.H.*

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. **Resolution 3 - Removal of Mr Evan Davies as a Director** *Y.W.H.*

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. **Resolution 4 - Removal of New Directors** *Y.W.H.*

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director** *Y.W.H.*

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR PETER RODNEY ELMS

Address of
shareholder:

2 DEBNEY STREET
PROSERPINE QLD 4800

Number of shares
entitled to vote:

718,622

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

2 / 3 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.



Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (**Company**)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR PETER RODNEY ELMS & MRS PAMELA FAY ELMS

Address of
shareholder:

2 DEBNEY STREET
PROSERPINE QLD 4800

Number of shares
entitled to vote:

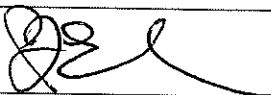
676,214

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

21 3 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.



Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR IAN EDWARD MORTON


Address of shareholder:

134A BOOKER BAY RD
BOOKER BAY NSW 2257

Number of shares entitled to vote:

154,425

Individual or Shareholder 1



Sole Director and Sole Company Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

4 1 3 12019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.



Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

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5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005


I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the Corporations Act 2001 (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder: MR IAN MORTON & MRS DEBORAH MORTON
(DEBIAN SUPER FUND A/C)

Address of shareholder: 134A BOOKER BAY ROAD
BOOKER BAY NSW 2257

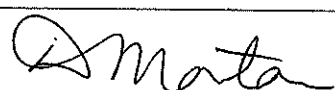
Number of shares entitled to vote: 1,544,790

Individual or Shareholder 1



Sole Director and Sole Company Secretary

Shareholder 2



Director

Shareholder 3




Director/Company Secretary

Date signed: 4 1 3 12019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.



Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

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5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR PETER LESLIE ARTHUR SADLER

Address of shareholder:

12 SHELBORNE COURT, MORNINGTON,
VIC 3931

Number of shares entitled to vote:

364,000

Individual or Shareholder 1



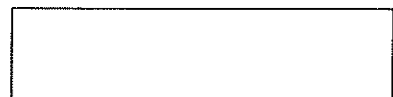
Sole Director and Sole Company Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

4th / March / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

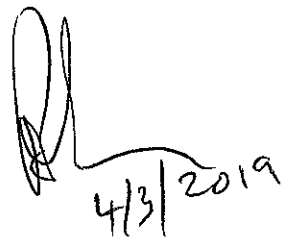
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

A handwritten signature, possibly 'R', followed by the date '4/3/2019'.