



Notice of Annual General Meeting

FLINDERS MINES LIMITED

ABN 46 091 118 044

**Annual General Meeting to be held at
45 Ventnor Avenue, West Perth WA 6005
on Tuesday, 26 November 2019 at 10.00 am (WST).**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the shareholders of Flinders Mines Limited (the **Company**) will be convened at 10.00am (WST) on Tuesday, 26 November 2019, at 45 Ventnor Avenue West Perth WA 6005.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed proxy form. The completed proxy form must be received by the Company at least 48 hours before the commencement of the meeting.

AGENDA

ORDINARY BUSINESS

ANNUAL FINANCIAL REPORT

To receive and consider the Company's financial statements and reports of the Directors and the independent auditor for the year ended 30 June 2019.

Note: there is no vote on this item.

The annual report incorporating the financial statements is available at:

<http://flindersmines.com/investors/company-reports/>

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, pass the following non-binding resolution as an ordinary resolution:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the remuneration report required by section 300A of the Corporations Act 2001 (Cth), as contained in the Company's Directors' report for the year ended 30 June 2019, be adopted.”

Voting exclusion

In accordance with the Corporations Act, a vote must not be cast on this resolution in any capacity (and will be taken not to have been cast if cast contrary to this restriction):

- (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of any such member, regardless of the capacity in which the vote is cast; or
- (b) as a proxy by any person who is a member of the Key Management Personnel as at the date of the Meeting or by a Closely Related Party of any such person,

unless the vote is cast as a proxy on behalf of a person entitled to vote on this resolution and that vote has been cast:

- (c) in accordance with a proxy appointed by writing that specifies how the proxy is to vote on the resolution; or
- (d) by the Chairman of the Meeting and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to exercise the proxy even though the resolution is connected with the remuneration of Key Management Personnel.

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.

RESOLUTION 2 – ELECTION OF DIRECTOR MS CHERYL EDWARDES

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Ms Cheryl Edwardes, having been appointed as an additional director of the Company on 17 June 2019, who retires in accordance with clause 48 of the Company’s Constitution and being eligible and offering herself for election, be elected as a Director of the Company.”

RESOLUTION 3 – ELECTION OF DIRECTOR MR JAMES GURRY

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Mr James Gurry, having been appointed as an additional director of the Company on 18 September 2019, who retires in accordance with clause 48 of the Company’s Constitution and being eligible and offering himself for election, be elected as a Director of the Company.”

RESOLUTION 4 – RE-ELECTION OF DIRECTOR MR EVAN DAVIES

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

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

RESOLUTION 5 – RE-ELECTION OF DIRECTOR MR MICHAEL WOLLEY

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

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

RESOLUTION 6 – BOARD SPILL MEETING (CONTINGENT RESOLUTION)

Note – the following Resolution will only be put to the Annual General Meeting if at least 25% of votes cast on Resolution 1 (Adoption of Remuneration Report) are “against” that Resolution. If less than 25% of the votes cast on Resolution 1 are against that Resolution, then there will be no second strike and Resolution 6 will not be put to the Annual General Meeting.

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

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

- (a) a meeting of the Company’s members be held within 90 days of the date of this Annual General Meeting **(Spill Meeting)**;*
- (b) all of the Directors in office when the Board resolution to approve the Directors’ Report for the financial year ended 30 June 2019 was passed who remain in office as Directors at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.”*

Voting exclusion

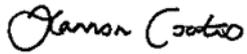
The Company will disregard any votes cast on this Resolution:

- (a) by or on behalf of a member of Key Management Personnel as disclosed in the Remuneration Report;
- (b) by or on behalf of a Closely Related Party of a member of Key Management Personnel; and
- (c) as a proxy by a member of Key Management Personnel or a Closely Related Party,

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chair pursuant to an express authorisation to exercise the proxy.

Dated this 25th day of October 2019.

BY ORDER OF THE BOARD

A handwritten signature in black ink that reads "Shannon Coates". The signature is written in a cursive, slightly slanted style.

Shannon Coates
Company Secretary

FLINDERS MINES LIMITED

ABN 46 091 118 044

EXPLANATORY STATEMENT

This explanatory statement accompanies and forms part of the Notice of Meeting and has been prepared to provide shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company. Amongst other things, this explanatory statement provides shareholders with the information required to be provided to shareholders by the Corporations Act and the ASX Listing Rules.

The explanatory statement sets out an explanation of each of the resolutions to be put to shareholders. Shareholders should read this explanatory statement carefully before determining how to vote in respect of the resolutions.

ANNUAL FINANCIAL REPORT

The first item of the Notice is to receive and consider the annual financial report for the Company for the financial year ended 30 June 2019, comprising the financial statements and notes, together with the Directors' report and the auditor's report. No resolution is required in respect of this agenda item. However, it provides shareholders with the opportunity to ask questions of the Company's management and auditors in relation to the Company's results and operations for that financial year. The annual financial report may be found on the Company's website at: <http://flindersmines.com/investors/company-reports/>

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

In accordance with section 250R of the Corporations Act the Company submits to shareholders for consideration and adoption by way of a non-binding resolution its Remuneration Report for the financial year ended 30 June 2019. The Remuneration Report is a distinct section of the Directors' report that deals with the remuneration of Directors and KMP of the Company and can be located in the 2019 annual report and also on the Company's website.

Shareholders will be given a reasonable opportunity at the Meeting to discuss the Remuneration Report. Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company.

However, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote.

At the Company's annual general meeting in 2018, 34.18% of the votes were cast against the resolution to adopt the Remuneration Report. Accordingly, if 25% or more of the votes cast at the Annual General Meeting on Resolution 1 are against that Resolution to adopt the Remuneration Report, then the Company will be required to propose a resolution (the contingent resolution set out as Resolution 6) to hold another general meeting within the following 90 days (**Spill Meeting**). If Resolution 6 applies and more than 50% of Shareholders vote in favour of it, then at the Spill Meeting all Directors (other than any Managing Director) will cease to hold office immediately before the end of the Spill Meeting but may, if eligible, stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as Directors is approved would (together with the Managing Director) be the Directors of the Company. For further details see page 7 below.

Recommendation of Directors

The Directors recommend shareholders vote in favour of Resolution 1.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.

RESOLUTIONS 2 AND 3 – ELECTION OF DIRECTORS MS CHERYL EDWARDES AND MR JAMES GURRY

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 48 of the Company's Constitution, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Ms Edwardes was appointed as a Director on 17 June 2019. Mr Gurry was appointed as a Director on 18 September 2019.

In accordance with the Constitution, Ms Edwardes and Mr Gurry will retire and being eligible, seek election from shareholders. A brief summary of Ms Edwardes' and Mr Gurry's qualifications and experience follows.

Cheryl Edwardes

Ms Edwardes is a Commissioner on the WA Football Commission and a member of the Foreign Investment Review Board. She is also a Company Director on a number of ASX Boards, private companies and not-for-profit associations. A solicitor by profession, Ms Edwardes is a former Minister in the Court Government with extensive experience and knowledge of WA's legal and regulatory framework relating to mining projects, environmental, native title, heritage and land access. During her political career, Ms Edwardes held positions as the first female Attorney General for Western Australia, Minister for Environment and Labour Relations, and was the Member for Kingsley for nearly 17 years.

Ms Edwardes chaired Atlas Iron through its near death experience and remains a director. She also chairs Vimy Resources Limited (ASX.VMY), a development company in uranium; the Port Hedland International Airport, a joint venture company between AMP Capital and Infrastructure Capital Group; and is a director of AusCann Group Holdings Limited (ASX.AC8), a listed medicinal Cannabis company.

Ms Edwardes is a Senior Advisor in the Public and Government Affairs team at FTI Consulting, assisting clients with a range of complex statutory approvals required for resources and infrastructure projects. Ms Edwardes was awarded an Order of Australia in the Queen's Birthday Honours 2016 for "significant service to the people and Parliament of Western Australia, to the law and to the environment, and through executive roles with business, education and community organisations."

Ms Edwardes was also named in the 100 Women of Influence 2016, inducted into Western Australian Women's Hall of Fame 2016 and was a finalist in the Women in Resources Award 2015.

The Board considers Ms Edwardes to be an independent Director.

James Gurry

Mr Gurry is a leading equity analyst with extensive research experience in the iron ore sector. His most recent role was as Director – Corporate & Investment Bank, and Head of Natural Resources Equity Research with Deutsche Bank Equities Australia, and previous roles have included equity research with Credit Suisse Equities in both Sydney and London where he was Head of Mining Company Research. He started his career in the Transaction Advisory Services Division of Ernst & Young, Melbourne.

Mr Gurry holds a Bachelor of Commerce (Honours) in Accounting and Finance.

The Board considers Mr Gurry to be an independent Director.

Recommendation of Directors

The Directors (except Ms Edwardes and Mr Gurry, who abstain on their respective resolution) recommend shareholders vote in favour of Resolutions 2 and 3.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 2 and 3.

RESOLUTIONS 4 AND 5 – RE-ELECTION OF DIRECTORS MR EVAN DAVIES AND MR MICHAEL WOLLEY

Pursuant to clause 48.1.3 of the Company's Constitution, one third (or if that is not a whole number, the next lowest whole number) of the Directors (excluding the Managing Director of the Company) must retire at each annual general meeting and any Director for whom this would be the third annual general meeting since their last appointment. In addition, ASX Listing Rule 14.5 provides that an entity must hold an election of directors at each annual general meeting.

In accordance with clause 48.1.3 of the Company's Constitution and Listing Rule 14.5, Messrs Davies and Wolley have agreed to retire and being eligible, have offered themselves for re-election. A brief summary of Messrs Davies and Wolley's qualifications and experience follows.

Mr Evan Davies

Mr Davies holds a Bachelor of Town Planning (University of Auckland), a Master of Science (Tourism Management) (University of Surrey) and a Master of Philosophy (Urban and Regional Planning) (University of Birmingham).

Mr Davies spent 10 years undertaking significant commercial property developments in New Zealand and Australia. In 1991, he joined Brierley Investments as General Manager of Brierley Properties, which included responsibility for the licensing and development processes for the Sky City project in Auckland. He joined Sky City on its public listing in 1996.

During his 11 years as Managing Director of Sky City the company grew from a single site to multiple operations throughout New Zealand, South Australia and the Northern Territory, with an enterprise value in excess of AUD\$3 billion and more than 6,000 staff.

Mr Davies joined Todd Property as Managing Director in 2008 and is a Trustee for several substantial charitable organisations and a Director of several public sector enterprises.

Mr Michael Wolley

Mr Wolley holds a first class honours degree in Chemical and Materials Engineering (University of Auckland) and a Masters of Management (Macquarie Graduate School of Management).

Mr Wolley had a 15 year career with Mobil Oil Australia in a range of roles including engineering, operations, strategic planning and business development in Australia and New Zealand. In 1995 he left Mobil to pursue opportunities in Asia Pacific and worked in a number of senior executive roles in the manufacturing and industrial sectors including a period as President of BlueScope Steel China.

In 2007 he returned to the resources sector as Chief Operating Officer for Lynas Corporation, an ASX 100 business, and subsequently into the gold sector in ASX-listed gold development businesses.

He was appointed Vice President Corporate Development for the Todd Corporation in 2011. In February 2013 he was appointed to the role of Vice President Minerals and moved to Sydney in July 2013.

Mr Wolley is a member of the AICD and the NZICD. He holds dual Australian and New Zealand citizenship.

Recommendation of Directors

The Directors (except Messrs Davies and Wolley, who abstain on their respective resolution) recommend shareholders vote in favour of Resolutions 4 and 5.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 4 and 5.

RESOLUTION 6 – BOARD SPILL MEETING (CONTINGENT RESOLUTION)

Background

Resolution 6 (**Spill Resolution**) is a contingent Resolution and will only be put to the Annual General Meeting and voted on if 25% or more of the votes cast on Resolution 1 are cast against the adoption of the Remuneration Report, which means the Company receives a “second strike”. If less than 25% of votes cast are against the Remuneration Report at this Annual General Meeting, then there will be no “second strike” and Resolution 6 will not be put to the Annual General Meeting.

If put, the Spill Resolution will be considered as an ordinary resolution. If this Spill Resolution is passed and becomes effective, then it will be necessary for the Board to convene a further general meeting of Shareholders (**Spill Meeting**) within 90 days of this Annual General Meeting in order to consider the composition of the Board.

Mechanics of the potential Spill Resolution

Shareholders should note the following if the Spill Resolution is approved and a Spill Meeting is required to be held by the Company.

- (a) All of the Directors who remain in office as Directors at the time of the Spill Meeting and who were in office when the Board resolution to approve the Directors’ Report was passed, being each of:
 - (i) Mr Neil Warburton;
 - (ii) Ms Cheryl Edwardes;
 - (iii) Mr Michael Wolley; and
 - (iv) Mr Evan Davies,

(Relevant Directors) will automatically cease to hold office immediately before the end of the Spill Meeting however they may stand for re-election and be re-elected at the Spill Meeting.
- (b) No voting exclusions will apply to any resolutions appointing Directors at a Spill Meeting. Accordingly, there is no barrier for any Shareholder exercising their voting rights to support the re-appointment of the existing Directors at the subsequent Spill Meeting. If the Spill Resolution is passed, each of the Relevant Directors intends to stand for re-election at the Spill Meeting and if such Spill Meeting is held, may vote their own Shares in support of reappointment.
- (c) Shareholders will be able to put forward their own nominees for consideration and potential election at the Spill Meeting.

The Corporations Act requires the Company to have a minimum of three Directors (including at least two Directors who ordinarily reside in Australia). If, following the Spill Meeting, the Company has fewer than three Directors (including the Managing Director), then the persons with the highest percentage of votes in favour of their election at the Spill Meeting are taken to be appointed, even if less than half the votes cast on the Resolution were in favour of their appointment. If two or more persons have the same percentage of votes in favour of their appointment, the other Directors will choose one of those persons as the appointed Director.

The 3rd edition of the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations recommends that a listed entity should have a board of an appropriate size, composition, skills and commitment to

enable it to discharge its duties effectively. The board also should be large enough to comprise a variety of perspectives and skills, and to represent the best interests of the Company as a whole. The skills and experience matrix of the current members of the Board may not be reflected in the Board elected as a result of the Spill Meeting.

Consequences of voting “for” the Spill Resolution

The impact of the Spill Resolution on the composition of the Board should be considered carefully by Shareholders. If the Spill Resolution is put to the Annual General Meeting and passes:

- (a) the Company will need to incur expenses (including legal, printing, mail out and registry costs);
- (b) the Spill Meeting is likely to disrupt the Board and the Company’s focus away from core business operations due to the necessary diversion of resources and time toward organising the Spill Meeting;
- (c) there will be uncertainty as to the composition and continuity of the Board until the Spill Meeting is held. Such uncertainty may create instability within the Company and may have a negative effect on the Company’s share price, and potentially on its operations; and
- (d) it is possible that the Relevant Directors will be re-elected at the Spill Meeting. Shareholders are urged not to vote “for” the Spill Resolution as a mere protest, with no intention of voting against the re-election of the Relevant Directors at the Spill Meeting, given the negative consequences of voting “for” the Spill Resolution set out above.

Recommendation of Directors

*If Resolution 6 is put to Shareholders and you support your current Directors and wish them to continue as Directors, you should vote **against** the Spill Resolution (Resolution 6).*

*If it is required to be put to the Annual General Meeting, the Board unanimously recommends that Shareholders vote **AGAINST** Resolution 6.*

The Chairman of the Meeting intends to vote all available proxies against Resolution 6.

Definitions:

ASX means the ASX Limited (ABN 98 008 624 691) or the securities market conducted by it (as the context requires).

ASX Listing Rules means the official listing rules of ASX, as amended and waived by ASX from time to time.

Board means the board of directors of the Company.

Chairman means the chairman of the Meeting.

Constitution means the constitution of the Company adopted on 6 November 2009.

Corporations Act means the *Corporations Act 2001* (Cth).

Closely Related Parties of the Company's KMP include a spouse or child of a KMP member, a child of the member's spouse, a dependent of the member or their spouse, any other family member who may be expected to influence the member, or be influenced by the member, in their dealings with the Company or companies a member controls.

Director means a director of the Company from time to time.

Key Management Personnel or **KMP** of the Company are, as adopted from the Australian Accounting Standards Board, those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Meeting means the annual general meeting of the Company the subject of this Notice.

Notice of Meeting or **Notice** means this notice of annual general meeting and includes the Explanatory Statement.

Remuneration Report means the remuneration report included in the Directors' report for the year ended 30 June 2019.

VOTING INFORMATION AND NOTES

1. Voting entitlement on a poll

On a poll, each shareholder present (in person, by proxy, attorney or representative) has one vote for each fully paid share they hold.

2. Proxies

A shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on the shareholder's behalf. If the shareholder is entitled to cast two or more votes at the meeting, the shareholder may appoint up to two proxies to attend and vote on the shareholder's behalf.

If a shareholder appoints two proxies, each proxy may be appointed to represent a specified proportion or number of the shareholder's votes. Absent this specification, on a poll, each proxy may exercise half the votes. If the shareholder appoints two proxies, neither proxy may vote on a show of hands.

A proxy can be either an individual or a body corporate and need not be a shareholder of the Company. If a shareholder appoints a body corporate as proxy, the body corporate will need to appoint an individual as its corporate representative and provide satisfactory evidence of this appointment.

If a shareholder's instruction is to abstain from voting for a particular item of business, the shareholders' votes will not be counted in computing the required majority on a poll.

To appoint a proxy, a proxy form must be signed by the shareholder or the shareholder's attorney duly authorised in writing. If the shareholder is a corporation, the proxy form must be signed in accordance with section 127 of the Corporations Act. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the commencement of the meeting. Proxy form and authorities may be lodged:

- by post to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3001, or;
- by facsimile to Computershare on (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555 or the Company on +61 8 8132 7999; or
- electronically by casting votes online at www.investorvote.com.au and follow the prompts. To use this facility you will need your holder number (SRN or HIN), postcode and control number as shown on the proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.

Custodian voting - For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.

Shareholders who forward their proxy forms by fax must make available the original executed form of the proxy for production at the meeting, if called upon to do so.

Chairman acting as proxy

Shareholders may appoint the Chairman of the Meeting as their proxy.

Where the Chairman is appointed as a proxy by a shareholder entitled to cast a vote on a particular resolution and the proxy form specifies how the Chairman is to vote on the resolution (that is, a directed proxy), the Chairman must vote in accordance with that direction.

In relation to Resolution 1, if the shareholder has appointed the Chairman as their proxy and no voting direction has been given, the shareholder will be expressly authorising the Chairman to exercise the undirected proxy in respect of Resolution 1 even though the resolution is connected with the remuneration of members of the KMP of the Company. Please read the directions on the proxy form carefully, especially if you intend to appoint the Chairman of the meeting as your proxy.

Subject to any voting exclusions, the Chairman of the meeting intends to exercise all open proxies by voting in favour of Resolutions 1, 2, 3, 4 and 5 and against Resolution 6 (if applicable).

3. Entitlement to vote at the meeting

For the purpose of the meeting, shares in the Company will be taken to be held by those persons who are registered holders at 10.00am (WST) on Sunday, 24 November 2019. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

4. Quorum

The Constitution of the Company provides that 10 shareholders present in person, by proxy, attorney or body corporate representative shall be a quorum for a general meeting of the Company.

5. Appointment of a corporate representative

Corporate representatives are requested to bring appropriate evidence of appointments as a representative. Proof of identity will be required for corporate representatives.

6. Appointment of an attorney

Attorneys are requested to bring a power of attorney pursuant to which they are appointed. Proof of identity will also be required for attorneys.

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (WST) Sunday, 24 November 2019.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 132822

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Flinders Mines Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Flinders Mines Limited to be held at 45 Ventnor Avenue, West Perth, Western Australia on Tuesday, 26 November 2019 at 10.00am (WST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Resolution 6 where the Chairman of the Meeting intends to vote against.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 6 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director Ms Cheryl Edwardes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director Mr James Gurry	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Director Mr Evan Davies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Director Mr Michael Wolley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Board Spill Meeting (Contingent Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Resolution 6 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

