

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Flinders Mines Limited

ACN/ARSN 091 118 044

**1. Details of substantial holder (1)**

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

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

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

There was a change in the interests of the substantial holder on 13/05/2016  
The previous notice was given to the company on 11/05/2016  
The previous notice was dated 11/05/2016

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	732,091,256	24.93% based on 2,937,152,568 ordinary shares on issue in Flinders Mines Limited	765,217,139	26.05% based on 2,937,152,568 ordinary shares on issue in Flinders Mines Limited

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
11/05/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	Increase in relevant interest as a result of TIO (NZ) Limited's receipt of acceptances to its takeover offer dated 31 March 2016 ( <b>Takeover Offer</b> )	The Offer Price under the Takeover Offer	159,000 ordinary shares	159,000
11/05/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	10,290,644 ordinary shares	10,290,644
12/05/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	Increase in relevant interest as a result of TIO (NZ) Limited's receipt of acceptances to its Takeover Offer	The Offer Price under the Takeover Offer	250,000 ordinary shares	250,000
12/05/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	15,052,718 ordinary shares	15,052,718
13/05/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	Increase in relevant interest as a result of TIO (NZ) Limited's receipt of acceptances to its Takeover Offer	The Offer Price under the Takeover Offer	2,661,866 ordinary shares	2,661,866

13/05/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	On-market purchases by TIO (NZ) Limited	\$0.0250 per share	4,771,655 ordinary shares	4,771,655
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#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
TIO (NZ) Limited	TIO (NZ) Limited	TIO (NZ) Limited	<p>Relevant interest under s608(1) of the Corporations Act 2001 (Cth):</p> <p>(i) as a result of being the registered holder of the shares;</p> <p>(ii) pursuant to on-market purchases of shares, settlement of which has not yet occurred (<b>Unsettled Trades</b>); or</p> <p>(iii) pursuant to acceptances of the Takeover Offer, settlement of which has not yet occurred (<b>Unsettled Acceptances</b>).</p> <p>As TIO (NZ) Limited is not yet the registered holder of the shares the subject of the Unsettled Trades and the Unsettled Acceptances, its ability to vote and dispose of these shares is qualified accordingly.</p>	765,217,139 ordinary shares	765,217,139
The Todd Group (other than TIO (NZ) Limited) and Head Trust Company Limited	TIO (NZ) Limited	TIO (NZ) Limited	<p>Relevant interest in the shares referred to in the previous row arising under s608(3)(a) and/or s608(3)(b) of the Corporations Act 2001 (Cth). As none of these entities are entitled to be registered as holder of the shares, their ability to vote and dispose of these shares is qualified accordingly.</p>	765,217,139 ordinary shares	765,217,139

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

#### 6. Addresses

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

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

# Signature

print name Christopher Robert Banks

capacity Company Secretary

sign here

*Chris Banks*

date

16/05/2016

This is Annexure A of 3 pages referred to in Form 604 (Notice of change of interests of substantial holder)

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Signature: 

Name: Chris Banks, Company Secretary

Date: 16 May 2016

**Subsidiaries of The Todd Corporation Limited**

Ara New Zealand Limited	Titanium Park Development Limited
Ara Vineyards Limited	Todd Bros. Limited
Ara Wines Limited	Todd Capital Limited
Ara Wines USA Limited	Todd Carbon Limited
Ara Wines USA LLC	Todd Central Limited
Balla One (Investments) Pty Limited	Todd Energy Canada Limited
Balla Two (Mining) Pty Limited	Todd Energy Limited
CM Platform Limited	Todd Energy International Pty Limited
Courtenay Nominees Limited	Todd Energy International Limited
Eagle Pharmaceutical Pty Limited	Todd Exploration Limited
Crest Energy Limited	Todd Family Office Limited
Crest Energy Kaipara Limited	Todd Industries Limited
Crest Energy Kaipara Limited	Todd International Investments Limited
Greenridge (Toowoomba) Pty Limited	Todd Land Holdings Limited
Greenridge Botanicals (Australia) Pty Limited	Todd LC Holdings Limited
GXL Royalties Limited	Todd LHS Limited
Health Distributors Australia Pty Limited	Todd Maari Limited
Heriot Nominees Limited	Todd Management Services Limited
Hydroco Limited	Todd Minerals Limited

Integria Healthcare (Australia) Pty Limited	Todd Minerals & Coal Pty Limited
Integria Healthcare (Ballina) Pty Limited	Todd Offshore Limited
Integria Healthcare (New Zealand) Limited	Todd Oil & Gas Holdings Limited
Integria Healthcare (US) Inc	Todd Petroleum Australia Limited
Integria Healthcare (Warwick) Pty Limited	Todd Petroleum Mining Company Limited
Integria Healthcare Limited	Todd Pohokura Limited
Kapiti Coast Airport Holdings Limited	Todd Property Albany Development Limited
Life - Span Australia Pty Limited	Todd Property Flat Bush Limited
Life - Span Health Supplies Limited	Todd Property Group Limited
LLD Limited	Todd Property Napier Hill Limited
Long Bay Communities Limited	Todd Property Pegasus Town Limited
Long Bay Farming Limited	Todd Property Pegasus Development Limited
Malborough Wine Group Limited	Todd Property Pegasus Town Services Limited
Marokopa Drilling Limited	Todd Property Stonefields Apartments Limited
Mediherb Pty Limited	Todd Property Albany Development Limited
Mediherb SA	Todd Property USA Limited
Natures Remedy Australia Pty Limited	Todd Property LLC
Ngunguru Coastal Holdings Limited	Paragon Pacific LLC
Ngunguru Coastal Investments Limited	Todd Property Kansas City LLC
Nova Energy Limited	Bay Area Revitalization Associates LLC
Nutrimericine Pty Limited	Todd Services Limited
OK Pharmaceuticals Limited	Todd Shipping Limited
Okura Holdings Limited	Todd Sisson (NZ) Limited
Phyto Pharmaceuticals Pty Limited	Todd Sisson General Partnership
Phytomedicine Pty Limited	Todd Sisson Limited Partnership

QLD Life-Span Therapeutic Supplies Pty Limited	Todd Tasman Oil Limited
Red 8 Limited	Todd Technologies Limited
SLM General Partnership	Todd TH Limited
SLM Limited Partnership	Todd Winegrowers Limited
Stonefields Communities Limited	TIO (NZ) Limited
Stonefields Development Limited	TSL Methanol Limited
Alterra Apartments Limited Partnership	TSL Methanol LLC
Ilico Apartments Limited Partnership	TTI (NZ) Limited
Tall Oaks Holdings Limited	TUV Holdings Limited
Thompson Nutrition Australia Pty Limited	TUV Limited
Thursday Plantation Inc	Viking Holdings Limited
Thursday Plantation Inc (UK)	Viking Mining Company Limited
Thursday Plantation Laboratories Pty Limited	Wineco Limited
NEL Farms Limited	Winegrowers of Ara Limited
TC Farms Group Limited	Todd Mangahewa Farm Limited
TEC (New Zealand) Limited	Heriot Trustees Limited
Todd Property Huapai Development Limited	PIO Mines Pty Limited
Thursday Plantation Properties Pty Limited	BBI Port Aus Operations Pty Limited
Forge Resources Swan Pty Limited	BBI Port Holdings Pty Limited
Forge Resources Crown Pty Limited	BBI Port Aus Pty Limited
Forge Balla Balla Investments Pty Limited	
BBI Rail Holdings Pty Limited	
BBI Rail Aus Pty Limited	
BBI Port Operations Holdings Pty Limited	
BBI Group Pty Limited	