



The Manager
Market Announcements Office
ASX Limited

18 July 2016

Dear Sir / Madam

**Takeover bid by TIO (NZ) Limited for Flinders Mines Limited
(ASX:FMS)
Notice of variation (extension of offer period)**

Please see attached a formal notice of variation which was lodged with ASIC and Flinders Mines Limited (**Flinders**) today (and which will be sent to Flinders shareholders) that extends the offer period, together with a copy of the letter sent to Flinders shareholders accompanying the notice of variation.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'M Wolley'.

Michael Wolley
Director



FMSTKO
MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001



18 July 2016

Dear Shareholder

TIO (NZ) Limited extends its offer

TIO (NZ) Limited (New Zealand Company No. 3744171) has extended the offer period under its takeover bid for all the fully paid ordinary shares in Flinders Mines Limited (ACN 091 118 044) (**Flinders**).

The offer is now scheduled to close at 7:00pm (Sydney time) on 8 August 2016 (unless extended or withdrawn).

A formal notice of variation required by the *Corporations Act 2001* (Cth) is enclosed. We also enclose a new Acceptance Form.

If you have already accepted TIO's offer you need not take any action. If you have not, I strongly urge you to accept the offer without delay. To accept the offer, please follow the instructions on the enclosed Acceptance Form.

If you have any queries in relation to how to accept the offer or any other matter relating to the takeover bid, please contact the Offer Information Line on 1300 782 998 (toll-free within Australia) or +61 3 9415 4197 (outside Australia).

Yours sincerely

Michael Wolley
Director

A copy of this notice was lodged with ASIC on 18 July 2016. ASIC takes no responsibility for the contents of this notice.

TIO (NZ) Limited (New Zealand Company No. 3744171)

Takeover offer for Flinders Mines Limited (ACN 091 118 044)

Notice of variation – Extension of offer period

To: Australian Securities and Investments Commission (**ASIC**)

ASX Limited

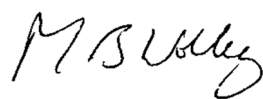
Flinders Mines Limited (**Flinders**)

Each person to whom offers were made under the takeover bid referred to in this notice (other than those who have already accepted the offer), as required under section 650D(1)(c) of the *Corporations Act 2001* (Cth) (as modified by ASIC Class Order [CO 13/521]).

TIO (NZ) Limited (New Zealand Company No. 3744171) (**TIO**) gives notice that its takeover offers for all of the ordinary shares in Flinders contained in its bidder's statement dated 17 March 2016 (as varied and supplemented, if applicable) are varied by extending the period during which the offer will remain open so that the offer will now close at 7:00pm (Sydney time) on 8 August 2016 (unless extended or withdrawn).

DATED: 18 July 2016

Signed for and on behalf of
TIO (NZ) Limited



Michael Wolley
Director



By Mail:

Computershare Investor Services Pty Limited
GPO Box 2115 Melbourne
Victoria 3001 Australia

For all enquiries:

Phone:

(within Australia) 1300 782 998

(outside Australia) +61 3 9415 4197

FMSTKO

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Takeover Acceptance Form

ISSUER



Your form must be received by the end of the Offer Period.

This form and the Bidder's Statement are important documents that require your immediate attention. This form relates to an offer (**Offer**) by TIO (NZ) Limited (**TIO NZ**) to acquire any or all of your shares in Flinders Mines Limited (ACN 091 118 044) (**Flinders**) the terms of which are set out in the Bidder's Statement from TIO NZ dated on or about 17 March 2016 as replaced or supplemented (the **Bidder's Statement**). Capitalised terms used in this form have the same meaning as in the Bidder's Statement, unless otherwise defined.

If you are in doubt about how to deal with this Offer, please contact your financial or other professional advisor.

Note this form can only be used in relation to the securityholding represented by the details printed above and overleaf.

Step 1: Registration Name & Offer Details

Your consideration will be issued to the name(s) as they appear on the latest copy of the Flinders register, as provided to TIO NZ. The current address recorded by TIO NZ is printed above and overleaf. If you have recently bought or sold Flinders Shares your holding may differ from that shown. If you have already sold all your Flinders Shares, do not complete or return this form.

Step 2: Accept the Offer

Please complete Step 2, marking the appropriate box to indicate whether you are accepting the Offer in respect of all or some of your Flinders Shares.

Only sign and return this form if you wish to accept the Offer for ALL or PART of your Flinders Shares.

You will be deemed to have accepted the Offer in respect of ALL of your Flinders Shares if you do not complete, or make an invalid election in, Step 2 on the reverse of this form. Invalid elections include if you mark the "PART" box and you either do not write the number of Flinders Shares that you are accepting into the Offer or you do write a number but that number is greater than the number of Flinders Shares that you hold.

Step 3: Signing Instructions

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 must sign.

Power of Attorney: Where signing as Power of Attorney (**POA**), you must attach an original certified copy of the POA to this form.

Companies: Where the holding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

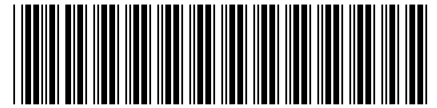
- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the holding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form ➔



Takeover Acceptance Form

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STEP 1 Registration Name & Offer Details

For your security keep your SRN/HIN confidential.

Registration Name: MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Offer Details: Securityholding as at Register Date:

2000

By accepting the Offer for ALL of your Flinders Shares, you are accepting the Offer for ALL the Flinders Shares as recorded by TIO NZ as being held by you at the date your acceptance is processed (even if different to the number stated above).

STEP 2 Accept the Offer

You will be deemed to have accepted that Offer in respect of ALL of your Flinders Shares if you do not complete, or make an invalid election below.

1. ☐ ACCEPT the Offer for ALL of my/our Flinders Shares

2. ☐ ACCEPT the Offer for PART of my/our Flinders Shares

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The number of Flinders Shares in respect of which the Offer is being accepted.

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

I/We accept the Offer made by TIO NZ for Flinders Shares and I/we agree to be bound by the terms and conditions of the Offer and transfer ALL or PART of my/our Flinders Shares as per the above instruction.

Individual or Securityholder 1

--

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Securityholder 2

--

Director

Securityholder 3

--

Director/Company Secretary
(cross out titles as applicable)

Contact
Name

Contact
Daytime
Telephone

Date / /

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS) for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. We may also use your personal information to send you marketing material approved by TIO (NZ) Limited. You may elect not to receive marketing material by contacting CIS using the details provided on the front of this form or by emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to TIO (NZ) Limited or to third parties upon direction by TIO (NZ) Limited where related to the administration of your securityholding or as otherwise required or permitted by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.





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MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001



18 July 2016

Dear Shareholder

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The offer is now scheduled to close at 7:00pm (Sydney time) on 8 August 2016 (unless extended or withdrawn).

A formal notice of variation required by the *Corporations Act 2001* (Cth) is enclosed. We also enclose a new Acceptance Form.

If you have already accepted TIO's offer you need not take any action. If you have not, I strongly urge you to accept the offer without delay. To accept the offer, please follow the instructions on the enclosed Acceptance Form.

If you have any queries in relation to how to accept the offer or any other matter relating to the takeover bid, please contact the Offer Information Line on 1300 782 998 (toll-free within Australia) or +61 3 9415 4197 (outside Australia).

Yours sincerely

Michael Wolley
Director

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Takeover offer for Flinders Mines Limited (ACN 091 118 044)

Notice of variation – Extension of offer period

To: Australian Securities and Investments Commission (**ASIC**)

ASX Limited

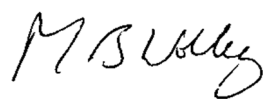
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DATED: 18 July 2016

Signed for and on behalf of
TIO (NZ) Limited



Michael Wolley
Director

Return your Form:



To Your Controlling Participant:

Return this form directly to your stockbroker



By Mail:

Computershare Investor Services Pty Limited
GPO Box 2115 Melbourne
Victoria 3001 Australia

For all enquiries:

Phone:



(within Australia) 1300 782 998

(outside Australia) +61 3 9415 4197

FMSTKO

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Takeover Acceptance Form

CHESS



Your form must be received with sufficient time to allow processing prior to the end of the Offer Period.

This form and the Bidder's Statement are important documents that require your immediate attention. This form relates to an offer (**Offer**) by TIO (NZ) Limited (**TIO NZ**) to acquire all or any of your shares in Flinders Mines Limited (ACN 091 118 044) (**Flinders**) the terms of which are set out in the Bidder's Statement from TIO NZ dated on or about 17 March 2016 as replaced or supplemented (the **Bidder's Statement**). Capitalised terms used in this form have the same meaning as in the Bidder's Statement, unless otherwise defined.

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Step 2: Accept the Offer

Please complete Step 2, marking the appropriate box to indicate whether you are accepting the Offer in respect of all or some of your Flinders Shares.

Only sign and return this form if you wish to accept the Offer for ALL or PART of your Flinders Shares.

You will be deemed to have accepted the offer in respect of ALL of your Flinders Shares if you do not complete, or make an invalid election in, Step 2 on the reverse of this form. Invalid elections include if you mark the "PART" box and you either do not write the number of Flinders Shares that you are accepting into the Offer or you do write a number but that number is greater than the number of Flinders Shares that you hold.

As your Flinders Shares are in a CHESS holding, you may contact your Controlling Participant directly (normally your stockbroker) with instructions to accept the Offer. If you do this, your Controlling Participant will provide you with details as to what they require in order to accept the Offer on your behalf.

If you want TIO NZ to contact your Controlling Participant on your behalf, sign and return this form to the address above so that it is received in sufficient time to allow your instruction to be acted upon by the close of the Offer Period. This will authorise TIO NZ and Computershare Investor Services Pty Limited (**CIS**) to request your Controlling Participant to initiate acceptance of the Offer on your behalf.

You should allow sufficient time for your Controlling Participant or TIO NZ to initiate the acceptance of TIO NZ's Offer on your behalf. Neither TIO NZ or CIS will be responsible for any delays incurred by the process of requesting your Controlling Participant to accept the Offer.

Step 3: Signing Instructions

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 must sign.

Power of Attorney: Where signing as Power of Attorney (**POA**), you must attach an original certified copy of the POA to this form.

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Takeover Acceptance Form

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STEP 1 Registration Name & Offer Details

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Registration Name: MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Controlling Participant Identifier:

Offer Details: Securityholding as at Register Date:

2000

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- ☐ ACCEPT the Offer for ALL of my/our Flinders Shares
- ☐ ACCEPT the Offer for PART of my/our Flinders Shares

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The number of Flinders Shares in respect of which the Offer is being accepted.

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I/We accept the Offer made by TIO NZ for Flinders Shares and I/we agree to be bound by the terms and conditions of the Offer and transfer ALL or PART of my/our Flinders Shares as per the above instruction.

Individual or Securityholder 1

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Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Securityholder 2

--

Director

Securityholder 3

--

Director/Company Secretary
(cross out titles as applicable)

Contact
Name

Contact
Daytime
Telephone

Date / /

Privacy Notice

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