

Fax

Form 604: Notice of change of interests of substantial holder

From **Herbert Smith Freehills** 20 March 2014
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Pages 7 (including this cover sheet)

To **Company Announcements Office**
ASX Limited

Fax 1300 135 638

Copy **Mr David Godfrey**
Company secretary
Flinders Mines Limited

Fax 08 8132 7999

Please see attached Form 604 Notice of change of interests of substantial holder.

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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

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

There was a change in the interests of the substantial holder on

18/03/2014

The previous notice was given to the company on

14/03/2014

The previous notice was dated

14/03/2014

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	187,091,767	8.91% based on 2,100,886,748 ordinary shares on issue in Flinders Mines Limited	209,493,338	8.97% based on 2,100,886,748 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 or an associate 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
13 March 2014	The Todd Corporation Limited (and each of its subsidiaries as listed in Annexure A (Subsidiaries))	Purchase of shares on-market by TIO (NZ) Limited (a wholly owned subsidiary of the Todd Corporation)	A\$167,511.84	5,001,571 ordinary shares	5,001,571
14 March 2014	The Todd Corporation Limited (and each of its Subsidiaries)	Purchase of shares on-market by TIO (NZ) Limited (a wholly owned subsidiary of the Todd Corporation)	A\$307,800.00	9,400,000 ordinary shares	9,400,000
17 March 2014	The Todd Corporation Limited (and each of its Subsidiaries)	Purchase of shares on-market by TIO (NZ) Limited (a wholly owned subsidiary of the Todd Corporation)	A\$112,850	3,500,000	3,500,000
18 March 2014	The Todd Corporation Limited (and each of its Subsidiaries)	Purchase of shares on-market by TIO (NZ) Limited (a wholly owned subsidiary of the Todd Corporation)	A\$133,474.84	4,500,000	4,500,000

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
The Todd Corporation Limited (and each of its Subsidiaries)	TIO (NZ) Limited	TIO (NZ) Limited	The registered holder of the securities, TIO (NZ) Limited, is a wholly owned subsidiary of The Todd Corporation Limited. A relevant interest in Flinders Mines Limited was acquired by The Todd Corporation Limited (and each of its Subsidiaries) as a result of acquisitions of shares on-market on 13, 14, 17 and 18 March 2014.	209,493,338 ordinary shares	209,493,338

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:

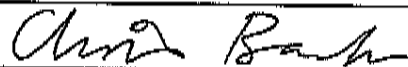
Name	Address
The Todd Corporation Limited & TIO (NZ) Limited	Level 15 The Todd Building, 96 Customhouse Quay, Wellington, 6011, New Zealand

Signature

print name Christopher Robert Banks

capacity Company Secretary

sign here



date 20 /03/2014

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

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

Signature:

Chris Banks

Name: Christopher Robert Banks

Date:

20/3/2014

Subsidiaries of The Todd Corporation Limited

Ara New Zealand Limited Thursday Plantation Properties Pty Limited

Ara Vineyards Limited TII Management Limited

Ara Wines Limited Titanium Park Development Limited

Ara Wines USA Limited Todd Bros. Limited

Ara Wines USA LLC Todd Capital Limited

Balla One (Investments) Pty Limited Todd Carbon Limited

Balla Two (Mining) Pty Limited Todd Central Limited

CM Platform Limited Todd Coal Limited

Courtenay Nominees Limited Todd Communications Limited

Eagle Pharmaceutical Pty Limited Todd Energy Limited

Crest Energy Limited Todd Energy International Pty Limited

Crest Energy Kalpara Limited Todd Energy International Limited

Crest Energy Kalpara Limited Todd Exploration Limited

Greenridge (Toowoomba) Pty Limited Todd Family Office Limited

Greenridge Botanicals (Australia) Pty Limited Todd Industries Limited

GXL Royalties Limited Todd International Investments Limited

Health Distributors Australia Pty Limited Todd Land Holdings Limited

Herlot Nominees Limited Todd LC Holdings Limited

Hydroco Limited Todd LHS Limited

Integria Healthcare (Australia) Pty Limited	Todd Maari Limited
Integria Healthcare (Ballina) Pty Limited	Todd Management Services Limited
Integria Healthcare (New Zealand) Limited	Todd Minerals Limited
Integria Healthcare (US) Inc	Todd Minerals & Coal Pty Limited
Integria Healthcare (Warwick) Pty Limited	Todd Offshore Limited
Integria Healthcare Limited	Todd Oil & Gas Holdings Limited
Kapiti Coast Airport Holdings Limited	Todd Petroleum Australia Limited
KCE Generation Limited	Todd Petroleum Mining Company Limited
KCE Mangahao Limited	Todd Pohokura Limited
KCE Retail Limited	Todd Property Albany Development Limited
King Country Energy Limited	Todd Property Fiat Bush Limited
Life - Span Australia Pty Limited	Todd Property Group Limited
Life - Span Health Supplies Limited	Todd Property Napier Hill Limited
LLD Limited	Todd Property Pegasus Town Limited
Long Bay Communities Limited	Todd Property Pegasus Development Limited
Long Bay Farming Limited	Todd Property Pegasus Town Services Limited
Malborough Wine Group Limited	Todd Property Stonefields Apartments Limited
Marokopa Drilling Limited	Todd Property Albany Development Limited
Mediherb Pty Limited	Todd Property USA Limited
Medlherb SA	Todd Property LLC
Moody Creek Limited	Paragon Pacific LLC
Natures Remedy Australia Pty Limited	Todd Property Kansas City LLC
Ngunguru Coastal Holdings Limited	Bay Area Revitalization Associates LLC
Ngunguru Coastal Investments Limited	Todd Services Limited
Nova Energy Limited	Todd Shipping Limited

Nova Energy Solar Limited	Todd Sisson Limited
Nutrmedicine Pty Limited	Todd Sisson General Partnership
OK Pharmaceuticals Limited	Todd Sisson Limited Partnership
Okura Holdings Limited	Todd Tasman Oil Limited
Phyto Pharmaceuticals Pty Limited	Todd Technologies Limited
Phytomedicine Pty Limited	Todd TH Limited
QLD Life-Span Therapeutic Supplies Pty Limited	Todd Ventures Limited
Red 8 Limited	Todd Winegrowers Limited
SLM General Partnership	Todd Wireless Limited
SLM Limited Partnership	TIO (NZ) Limited
Solar Heating Solutions Limited	TSL Methanol Limited
Stonefields Communities Limited	TSL Methanol LLC
Stonefields Development Limited	TTI (NZ) Limited
Altera Apartments Limited Partnership	TUV Holdings Limited
Ilico Apartments Limited Partnership	TUV Limited
Tall Oaks Holdings Limited	Viking Holdings Limited
Thompson Nutrition Australia Pty Limited	Viking Investments Limited
Thursday Plantation Inc	Viking Mining Company Limited
Thursday Plantation Inc (UK)	Wineco Limited
Thursday Plantation Laboratories Pty Limited	Winegrowers of Ara Limited
NEL Farms Limited	Todd Mangahewa Farm Limited