

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Flynn Gold Limited

ACN/ARSN 644 122 216

1. Details of substantial holder (1)

Name Colin Bourke and associated entities

ACN/ARSN (if applicable) -

There was a change in the interests of the substantial holder on 02/02/2024

The previous notice was given to the company on 17/03/2023

The previous notice was dated 17/03/2023

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)
Fully Paid Ordinary Shares ("FPOs")	44,943,477	33.57%	59,909,161	36.50%

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
18/03/2023	FOREIGN DIMENSIONS PTY LTD	Off Market Disposal	-\$180,000	-2,000,000 FPO's	-2,000,000
18/03/2023	COLIN & IMELDA BOURKE SUPERANNUATION FUND PTY LTD <C & I BOURKE S/F A/C>	Off Market Aquisition	\$180,000	2,000,000 FPO's	2,000,000
29/03/2023	COLIN & IMELDA BOURKE SUPERANNUATION FUND PTY LTD <C & I BOURKE S/F A/C>	On Market Aquisition	\$1,540	20,000 FPO's	20,000
30/03/2023	COLIN & IMELDA BOURKE SUPERANNUATION FUND PTY LTD <C & I BOURKE S/F A/C>	On Market Aquisition	\$10,425	132,718 FPO's	132,718
16/05/2023	COLIN & IMELDA BOURKE SUPERANNUATION FUND PTY LTD <C & I BOURKE S/F A/C>	On Market Aquisition	\$10,237	130,000 FPO's	130,000
25/05/2023	FOREIGN DIMENSIONS PTY LTD	On Market Aquisition	\$10,359	150,000 FPO's	150,000
29/05/2023	FOREIGN DIMENSIONS PTY LTD	On Market Aquisition	\$17,064	281,285 FPO's	281,285
31/05/2023	COLIN & IMELDA BOURKE SUPERANNUATION FUND PTY LTD <C & I BOURKE S/F A/C>	On Market Aquisition	\$3,450	50,000 FPO's	50,000
02/06/2023	COLIN & IMELDA BOURKE SUPERANNUATION FUND PTY LTD <C & I BOURKE S/F A/C>	On Market Aquisition	\$1,538	21,982 FPO's	21,982
16/06/2023	FOREIGN DIMENSIONS PTY LTD	On Market Aquisition	\$5,589	81,000 FPO's	81,000
12/07/2023	COLIN & IMELDA BOURKE SUPERANNUATION FUND PTY LTD <C & I BOURKE S/F A/C>	Purchase in Placement	\$2,300	43,860 FPO's	43,860

04/08/2023	COLIN & IMELDA BOURKE SUPERANNUATION FUND PTY LTD <C & I BOURKE S/F A/C>	On Market Aquisition	\$3,685	59,500 FPOs	59,500
25/08/2023	FOREIGN DIMENSIONS PTY LTD	Off Market Disposal	-\$30,875	-475,000 FPOs	-475,000
25/08/2023	COLIN & IMELDA BOURKE SUPERANNUATION FUND PTY LTD <C & I BOURKE S/F A/C>	Off Market Aquisition	\$30,875	475,000 FPOs	475,000
04/09/2023	FOREIGN DIMENSIONS PTY LTD	On Market Aquisition	\$6,815	98,768 FPOs	98,768
08/09/2023	FOREIGN DIMENSIONS PTY LTD	On Market Aquisition	\$5,602	80,025 FPOs	80,025
11/09/2023	FOREIGN DIMENSIONS PTY LTD	On Market Aquisition	\$1,563	22,750 FPOs	22,750
12/09/2023	FOREIGN DIMENSIONS PTY LTD	On Market Aquisition	\$923	13,000 FPOs	13,000
15/09/2023	FOREIGN DIMENSIONS PTY LTD	On Market Aquisition	\$12,704	218,860 FPOs	218,860
22/09/2023	FOREIGN DIMENSIONS PTY LTD	On Market Aquisition	\$2,773	46,216 FPOs	46,216
26/09/2023	FOREIGN DIMENSIONS PTY LTD	On Market Aquisition	\$2,774	51,316 FPOs	51,366
10/10/2023	FOREIGN DIMENSIONS PTY LTD	On Market Aquisition	\$12,917	187,200 FPOs	187,200
01/11/2023	FOREIGN DIMENSIONS PTY LTD	On Market Aquisition	\$2,971	45,715 FPOs	45,715
01/02/2024	FOREIGN DIMENSIONS PTY LTD	Purchase in Placement	\$801,000	13,350,000 FPOs	13,350,000

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
FOREIGN DIMENSIONS PTY LTD <C & I BOURKE FAMILY A/C>	FOREIGN DIMENSIONS PTY LTD <C & I BOURKE FAMILY A/C>	FOREIGN DIMENSIONS PTY LTD <C & I BOURKE FAMILY A/C>	Registered Holder	42,831,703	26.09%
IMELDA AILEEN BOURKE <JAMES PATRICK BOURKE A/C>	IMELDA AILEEN BOURKE <JAMES PATRICK BOURKE A/C>	IMELDA AILEEN BOURKE <JAMES PATRICK BOURKE A/C>	Registered Holder	372,372	0.23%
LAURA BRIGID BOURKE	LAURA BRIGID BOURKE	LAURA BRIGID BOURKE	Registered Holder	372,372	0.23%
EMMA AUDREY BOURKE	EMMA AUDREY BOURKE	EMMA AUDREY BOURKE	Registered Holder	372,372	0.23%
COLIN & IMELDA BOURKE SUPERANNUATION FUND PTY LTD <C & I BOURKE S/F A/C>	COLIN & IMELDA BOURKE SUPERANNUATION FUND PTY LTD <C & I BOURKE S/F A/C>	COLIN & IMELDA BOURKE SUPERANNUATION FUND PTY LTD <C & I BOURKE S/F A/C>	Registered Holder	15,960,342	9.72%

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
FOREIGN DIMENSIONS PTY LTD <C & I BOURKE FAMILY A/C>	8/19-23 CLARINDA ROAD OAKLEIGH SOUTH VIC 3167, AUSTRALIA

IMELDA AILEEN BOURKE <JAMES PATRICK BOURKE A/C>	18 MANOR STREET , BRIGHTON VIC, 3186, AUS
LAURA BRIGID BOURKE	PO BOX 35, CLARINDA, VIC, 3169, AUSTRALIA
EMMA AUDREY BOURKE	18 MANOR STREET , BRIGHTON VIC, 3186, AUS
FOREIGN DIMENSIONS PTY LTD	PO BOX 35, CLARINDA, VIC, 3169, AUSTRALIA
COLIN & IMELDA BOURKE SUPERANNUATION FUND PTY LTD <C & I BOURKE S/F A/C>	PO BOX 35, CLARINDA, VIC, 3169, AUSTRALIA

Signature

print name Colin Bourke

capacity Director

sign here



date 01.02.24

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 of 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.