



Quarterly Report

For the quarter ending
30 September 2010

HIGHLIGHTS

IRON ORE – PILBARA PROJECT (WA)

- Excellent progress on the Prefeasibility Study for the Pilbara Iron Ore Project (PIOP) meeting all milestones and remaining on schedule for study completion in the December quarter of 2010.
- An improved geometallurgy model resulting in a simplified processing circuit with lower capex.
- Completion of the integrated mining study with independent peer review confirming rates >10 Mtpa.
- The Phase 1 Drilling program yielded a 14% increase in the Global resource to 748 Mt at 55.4% Fe, including a higher quality Indicated and Inferred resource of 362 Mt @ 57.8% Fe.
- Significant intersections in new exploration zones, yielding maiden resources in Paragon and Badger targets.
- Exceptional conversion of Inferred resource to Indicated resource, at 98%. Confidence in the resource model has been enhanced.

IRON ORE – CANEGRASS PROJECT (WA)

- Phase 1 drilling commenced, targeting definition of a titanomagnetite resource.
- Scoping level metallurgical work commenced.

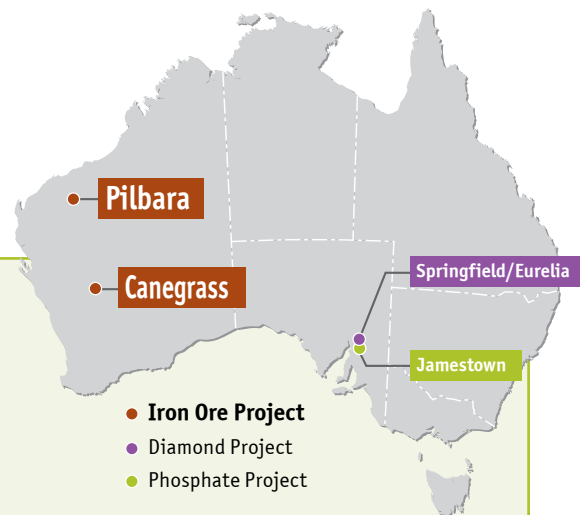


Figure 1 Location of Flinders Mines' active project areas.

DIAMONDS AND PHOSPHATE (SA & WA)

- FMS shareholders approved the divestment of the non-iron ore assets, including diamonds and phosphates, into a Joint Venture with Flinders Exploration Limited.
- Site and pads prepared near Eurelia to accept bulk samples of kimberlite.

CORPORATE

- The Executive team remains focussed on exploiting the Pilbara iron resource to the advantage of FMS shareholders, and continues to explore all opportunities in a very dynamic Pilbara iron ore precinct.
- Strong cash position, with available funds of \$49.8 million, at 30 September 2010.

ACTIVITIES REVIEW

IRON ORE

PILBARA IRON ORE PROJECT

PILBARA IRON ORE PROVINCE
Western Australia

100% Flinders Mines

Activities on the Prefeasibility Study (PFS) are well advanced with a number of milestones having been completed which have ensured that the study remains on target for completion during Q4 2010.

The key activities progressed during the quarter are summarised below.

MINING, PROCESSING AND INFRASTRUCTURE

- An integrated mining study for the Blacksmith tenement was completed to a PFS level. This study supported findings of the Delta mining study showing that the majority of the ore body is above the water table with low strip ratios and low operating costs. Based on Phase 1 metallurgical test work, the integrated mining study showed it is feasible to develop an operation that could sustain the production of saleable products, at production rates greater than 10 Mtpa for more than 15 years.
- A peer review of the integrated mining study was completed which supported the findings of the study. No flaws were found or additional recommendations made.
- A preliminary mine water balance has been completed indicating that supply through site pit dewatering matches that of site demand thus eliminating the need to seek additional sources of water off tenement.
- The Phase 2 metallurgical test work program is on schedule and nearing completion. This combined with the original Phase 1 test work program has resulted in refinements to the geometallurgical model enabling the draft process flow diagram to be further refined. New upgrade factors have removed the need for a Heavy Liquid Separation (HLS) circuit with only wet screening required. This has simplified and removed capital and operating cost from the beneficiation circuit.
- Phase 2 metallurgical test work included the assessment of physical properties of a potential lump product. This showed that the abrasion index (AI) and tumble index (TI) were both above the minimum of the target industry standards. Lump production is an option available to the project and a study continues to evaluate the potential impact to the potential product mix.
- The Preferred Engineering Case (PEC) was finalised for an operation at 5 Mtpa but expandable to 15 Mtpa. This forms the basis for infrastructure engineering design.

- A number of off tenement logistics options have been identified and are being evaluated in parallel. Although one option will be selected for the completion of the PFS, it is expected a number of alternatives will be carried forward into the Definitive Feasibility Study (DFS).

ENVIRONMENT AND APPROVALS

- The second round of fauna and flora sampling and investigations is now complete and the final report is on track to be delivered in November 2010. Additional field work associated with a subterranean fauna survey was completed and the final report is also due to be completed in November 2010.
- A Mining Lease Application, M47/1451, was lodged with the Mining Registrar in Karratha, Western Australia, on 24 September 2010. The application, covering about 112 sq km, includes all of exploration licence 47/882 and adjacent prospecting licences 47/1288 to 1290.
- In accordance with the Project Stakeholder Consultation Plan, key stakeholders were consulted on various aspects of the project.
- A formal groundwater monitoring programme commenced in the Delta deposit.

FUTURE WORK PROGRAM

Activities over the December quarter will focus on completing outstanding project studies and delivering the completed Prefeasibility Study report. Key focus areas will include the following:

- Completion of biological surveys including fauna, flora and subterranean fauna.
- Development of a new mining schedule and saleable production based on the new global resource update.
- Finalisation of engineering design work for site infrastructure and facilities.
- Completion of all capital and operating cost expenditure associated with the development of the Pilbara Iron Ore Project.
- Development of financial model and evaluation of the project.
- Issue of prefeasibility study findings.
- Completion of Phase 2 drilling to define additional Indicated resource for higher quality tonnes including further BID tonnes.

Table 1: Global Indicated and Inferred resource, Pilbara Iron Ore Project.

JORC Classification	Fe Cut-off %	Tonnage Mt	Fe %	SiO ₂ %	Al ₂ O ₃ %	P %	LOI %
Total Inferred	50%	475.1	54.9	10.5	5.1	0.06	5.1
Total Indicated	50%	272.5	56.2	9.2	4.6	0.07	4.7
Total Indicated & Inferred	50%	747.6	55.3	10.0	4.9	0.07	5.0
Total Inferred	57%	106.1	59.1	6.0	3.8	0.07	4.6
Total Indicated	57%	118.4	59.3	5.4	3.7	0.09	5.2
Total Indicated & Inferred	57%	224.5	59.2	5.7	3.8	0.08	4.9

The updated resource estimates were prepared by independent geological consultants, Golder Associates Pty Ltd (Golder), based on data collated and interpreted by FMS staff. The resource was estimated in accordance with the guidelines of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code 2004). A statement from Golder is appended to this release. The Pilbara Iron Ore Project Resource Models have been constructed using Ordinary Kriging within geological constraint domains. The resource estimate is based on the results of 1,545 reverse circulation (RC) holes drilled at the project between July 2008 and June 2010 (Figures 1 & 2 and Table 3). Drill hole spacing for an Inferred Resource is 500 m between the lines and 100 m between holes and decreased to 125 m between lines and 100 m between holes for an Indicated Resource. Average in situ densities were derived via direct measurement from the diamond holes drilled in 2009 for geometallurgical test work. In the absence of adequate information an average density of 2.7 was used. Drillhole locations and the extent of the resource model are shown in Figures 1 & 2.

Table 2: Higher quality indicated and inferred resource

	Fe Cut-off %	Tonnage Mt	Fe %	SiO ₂ %	Al ₂ O ₃ %	P %	LOI %
BID (Inferred)	50%	108.3	56.0	6.3	3.4	0.10	9.4
CID and Lower DID (Inferred)	50%	94.9	58.9	6.8	4.9	0.05	3.1
Total Inferred	50%	203.2	57.4	6.5	4.1	0.08	6.5
BID (Indicated)	50%	79.7	57.3	5.0	3.0	0.12	9.4
CID and Lower DID (Indicated)	50%	78.7	59.6	6.3	4.4	0.06	3.0
Total Indicated	50%	158.4	58.4	5.6	3.7	0.09	6.2
Total Indicated & Inferred	50%	361.6	57.8	6.5	3.9	0.09	6.4

EXPLORATION AND EVALUATION ACTIVITIES

Updated Global Resource

Post the quarter, an updated JORC compliant Resource Estimate for the Pilbara Iron Ore Project was announced to the ASX (see separate Announcement 25 October 2010). The updated estimate resulted in a 14% increase to the Global Resource, to 748 Mt @ 55.4 Fe (Table 1). This estimate includes a higher quality component of Inferred and Indicated Resource, totalling 362 Mt @ 57.8% Fe (Table 2).

The updated resource estimate was prepared by independent geological consultancy, Golder Associates, and was based on geological information obtained from all drilling completed across the Anvil and Blacksmith tenements, up to the end of June 2010. Note that it does not include any of the recent drilling completed during the second phase of drilling in 2010.

2010 Drilling Activities

During the quarter, Flinders commenced the second phase of its planned 2010 drilling program (Figure 3). This will primarily involve the infilling of higher quality Inferred Resources to Indicated status. Drilling commenced in September, with a single Reverse Circulation (RC) rig. To date, 71 drillholes have been completed for 5,100 m.

DRILLING RESULTS

Assay results have only been received for eight holes from the current program. Intersections of significant mineralisation are shown in Table 4.

Drilling at Eagle has continued to confirm the presence of significant thicknesses of primarily Channel Iron Deposit (CID) mineralisation (e.g. HPRC4129 with 22 m @ 56.4% Fe and HPRC4132 with 20 m @ 57.4% Fe).

FUTURE EXPLORATION

The Flinders' exploration team has also focussed its efforts on BID targets as our understanding has now improved on the relationship between this style of mineralisation and the geological stratigraphy and structure. It is anticipated that drilling of at least some of these targets will be undertaken during the December quarter.

Table 3: Global resource by Deposit, Classification and Cut.

JORC Classification	Fe Cut-off %	Tonnage Mt	Fe %	SiO ₂ %	Al ₂ O ₃ %	P %	LOI %
Ajax Inferred	50%	68.5	55.2	10.6	5.1	0.06	4.5
Blackjack Inferred	50%	44.8	55.3	12.8	4.6	0.06	2.7
Champion Inferred	50%	100.4	54.9	11.3	5.1	0.06	4.1
Champion Indicated	50%	54.3	56.1	9.0	4.7	0.08	5.1
Delta Inferred	50%	3.3	54.6	11.6	4.9	0.07	4.5
Delta Indicated	50%	186.9	56.5	9.1	4.6	0.07	4.6
Eagle Inferred	50%	145.4	54.6	9.4	5.1	0.07	6.9
Eagle Indicated	50%	31.3	55.0	10.7	5.0	0.06	4.6
Badger Inferred	50%	8.7	57.5	6.3	3.4	0.09	7.3
Paragon Inferred	50%	21.7	58.0	6.6	3.9	0.08	5.5
Anvil Inferred	50%	82.4	53.6	11.4	5.8	0.05	4.9
Total Inferred	50%	475.1	54.9	10.5	5.1	0.06	5.1
Total Indicated	50%	272.5	56.2	9.2	4.6	0.07	4.7
Total Indicated & Inferred	50%	747.6	55.4	10.0	4.9	0.07	5.0
Ajax Inferred	57%	15.2	58.8	7.1	4.3	0.06	3.8
Blackjack Inferred	57%	12.1	59.8	6.5	3.7	0.08	3.2
Champion Inferred	57%	23.7	59.1	6.2	3.9	0.07	4.3
Champion Indicated	57%	21.7	59.1	5.7	3.9	0.08	5.0
Delta Inferred	57%	0.9	61.0	4.9	3.3	0.08	3.3
Delta Indicated	57%	89.4	59.4	5.3	3.7	0.09	5.3
Eagle Inferred	57%	25.9	58.8	5.5	3.8	0.07	5.9
Eagle Indicated	57%	7.3	58.9	6.3	3.9	0.07	4.6
Badger Inferred	57%	4.2	59.4	5.3	3.2	0.09	6.0
Paragon Inferred	57%	13.4	59.5	5.0	3.6	0.08	5.2
Anvil Inferred	57%	10.7	59.0	6.3	4.1	0.06	3.8
Total Inferred	57%	106.1	59.1	6.0	3.8	0.07	4.6
Total Indicated	57%	118.4	59.3	5.4	3.7	0.09	5.2
Total Indicated & Inferred	57%	224.5	59.2	5.7	3.8	0.08	4.9

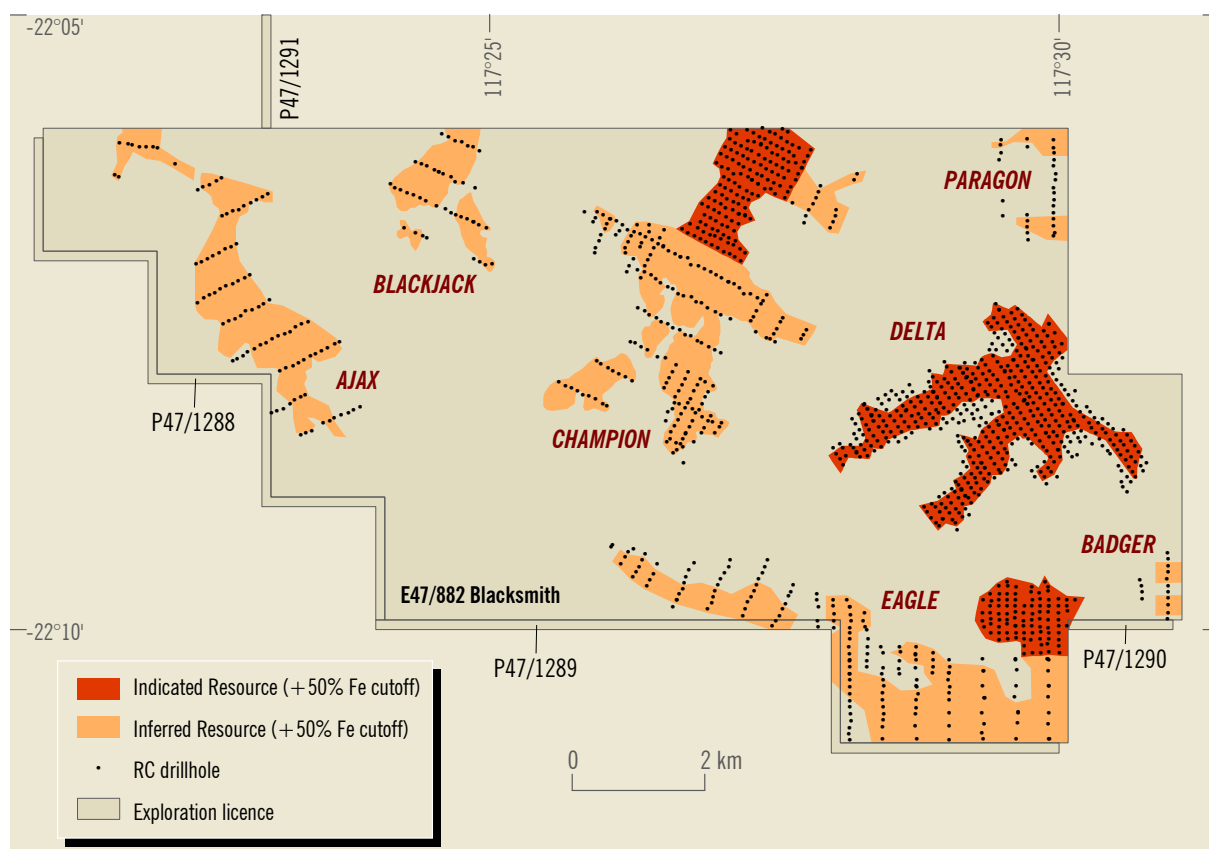


Figure 1 E47/882 Blacksmith drillhole locations and the extent of the resource model.

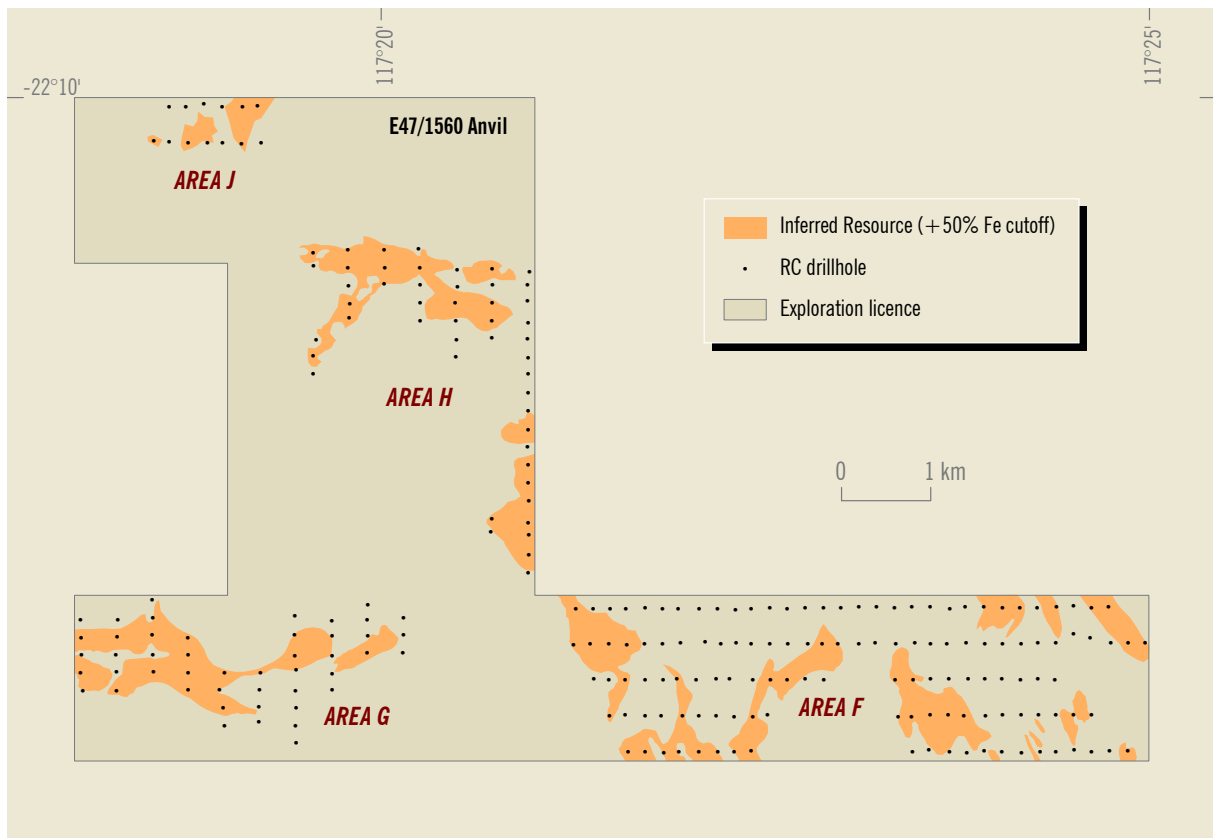


Figure 2 E47/1560 Anvil drillhole locations and the extent of the resource model.

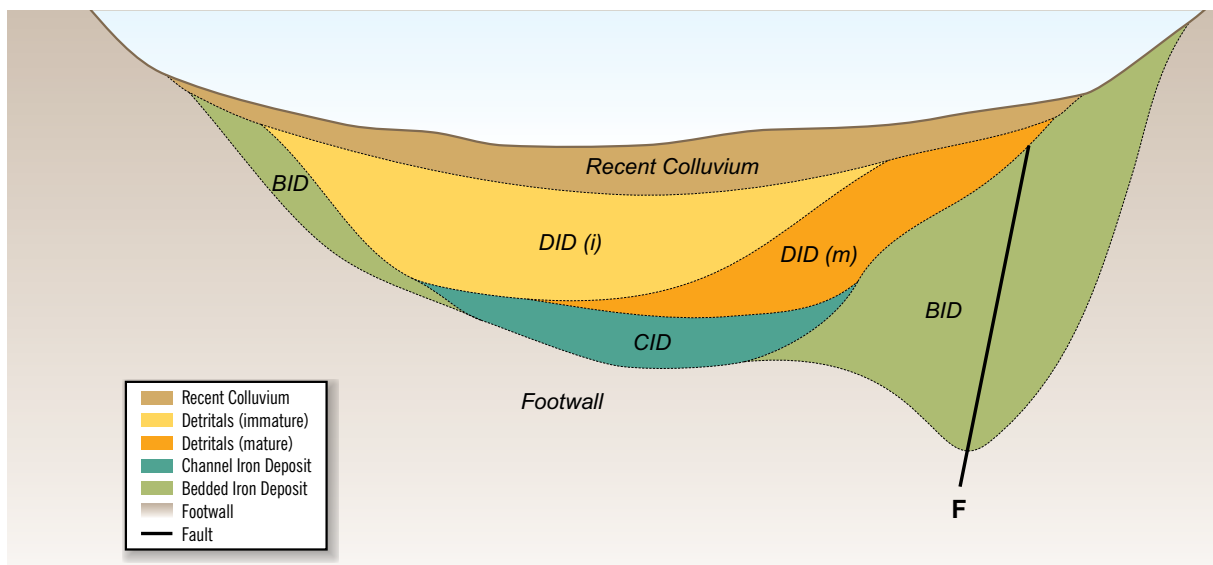


Figure 3 Schematic cross-section showing simplified geological interpretation.

Table 4 Significant intersections of mineralisation from PIOP Phase One drilling 2010.

Hole	Area	From (m)	To (m)	Interval (m)	Fe (%)	CaFe* (%)	SiO ₂ (%)	Al ₂ O ₃ (%)	P (%)	LOI (%)
HPRC4128	Eagle	50	66	16	55.44	60.7	6.39	4.92	0.059	8.69
HPRC4129	Eagle	74	96	22	56.42	60.7	8.21	3.29	0.125	7.11
HPRC4130	Eagle	80	92	12	55.49	59.5	9.73	3.49	0.100	6.71
HPRC4131	Eagle	64	70	6	54.24	61.5	6.22	3.77	0.071	11.86
HPRC4132	Eagle	84	104	20	57.37	61.8	7.32	2.68	0.135	7.21
HPRC4133	Eagle	52	60	8	55.73	60.7	9.69	1.99	0.107	8.12
HPRC4134	Eagle	70	82	12	55.44	61.7	5.77	4.08	0.165	10.16
HPRC4135	Eagle	56	64	8	51.56	57.9	9.43	5.15	0.046	10.96

* Calcined iron, estimated on an LOI free basis, $CaFe = (Fe\% / (100 - LOI)) * 100$

CANEGRASS MAGNETITE PROJECT

Activities on the Canegrass Scoping study are proceeding well and are at this point focussing on metallurgical test work and potential products. The study is still on schedule for completion during Q1 2011, this will however ultimately be determined on the complexity of metallurgical test work required.

Key activities over the quarter include:

- A scoping study schedule has been developed and progress is being tracked against this. Progress on the metallurgical test work program has been delayed but at this stage does not impact on the study completion date
- Phase 1 metallurgical test work has been completed with Davis Tube Recovery (DTR) results having been published
- Phase 2 test work is well under way with Low Intensity Magnetic Separation (LIMS) test work and assaying completed and Wet High Intensity Magnetic Separation (WHIMS) test work nearing completion

- Expressions of interest have been issued to the market seeking responses to conduct a mining scoping study for the Project

- Site activities have commenced in preparation for the resource drilling program

2010 DRILLING ACTIVITIES

Drilling commenced at the Canegrass project on September 18th with the aim of defining a titanomagnetite resource. The drilling is targeting 4 discrete magnetic features that represent several stratigraphic horizons with differing geochemical and metallurgical properties. A program of 10,000 metres of RC drilling has been designed to delineate an Inferred resource while testing the continuity of the stratigraphy both along strike and down dip (Figure 4).

The program consists of approximately 50 holes with a targeted average depth of 200 metres of which 15 have been completed for a total of 3,184 m. It is anticipated that the drilling will be completed by the end of the December quarter.

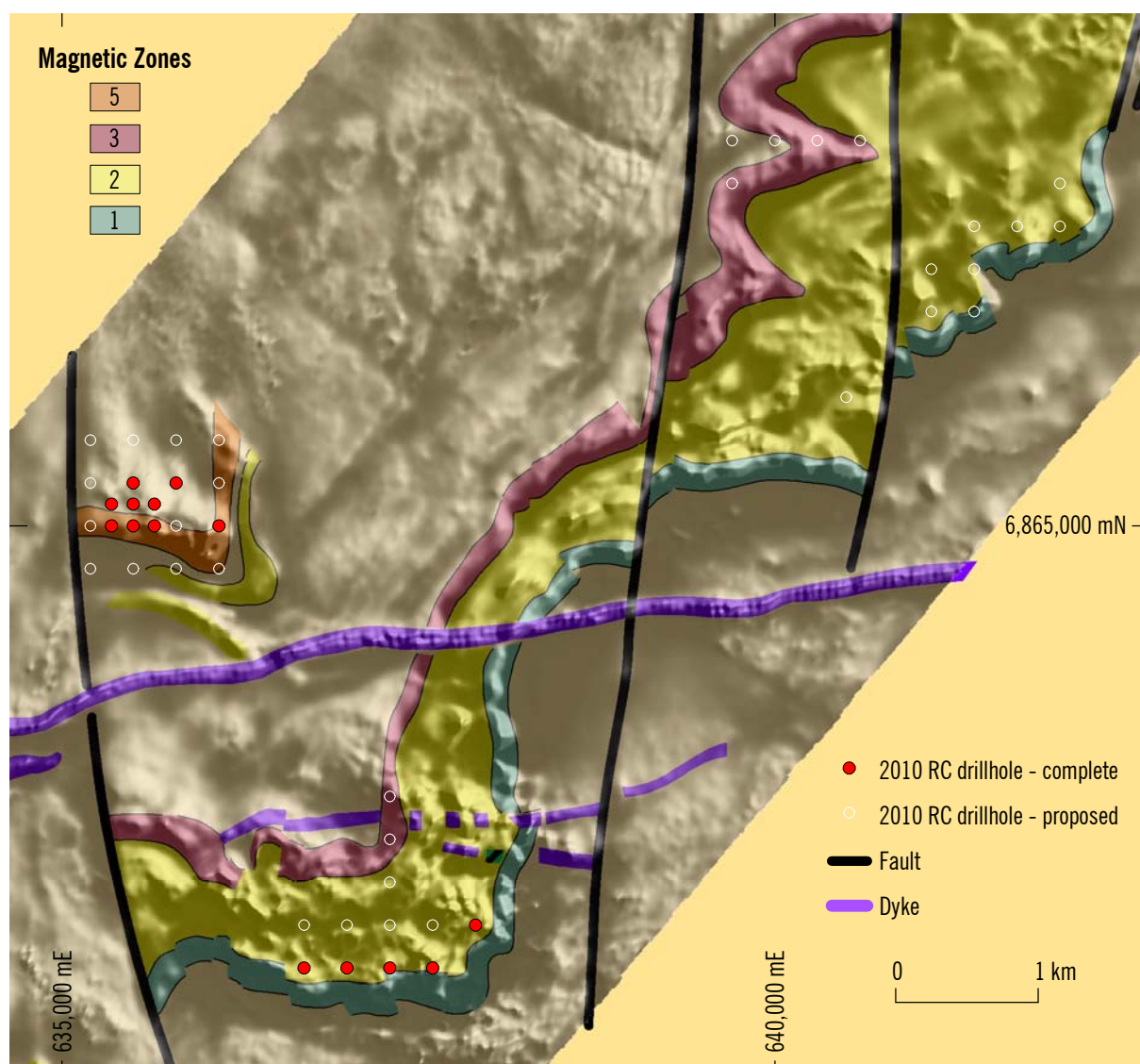


Figure 4 Location of proposed drilling, Canegrass.

FUTURE EXPLORATION

All assays should be received by the end of the December quarter. A period of detailed interpretation of the drilling and assays will follow before progressing with an Inferred Resource estimate during the first quarter of 2011.

DIAMONDS

SPRINGFIELD PROJECT

FLINDERS RANGES
South Australia

MICRODIAMOND RESULTS

One microdiamond analysis was received from the Nackara area and this returned a zero result. No new microdiamond samples were sent this quarter.

PREPARATIONS FOR BULK SAMPLING

As noted in the June quarterly report, the FMS' Dense Media Separation plant (DMS) plant is planned to be located on a site near Eureka. Preparations were continued at this site for the planned bulk sampling program (Figure 5). Pads and sumps were completed, and new fence and gate are near to completion. Plans were made to carry out a detailed grid of ground magnetic readings to cover each of the to-be-sampled kimberlites. An assessment was made of work required to commission the DMS plant: this plant has not been used since 2007.

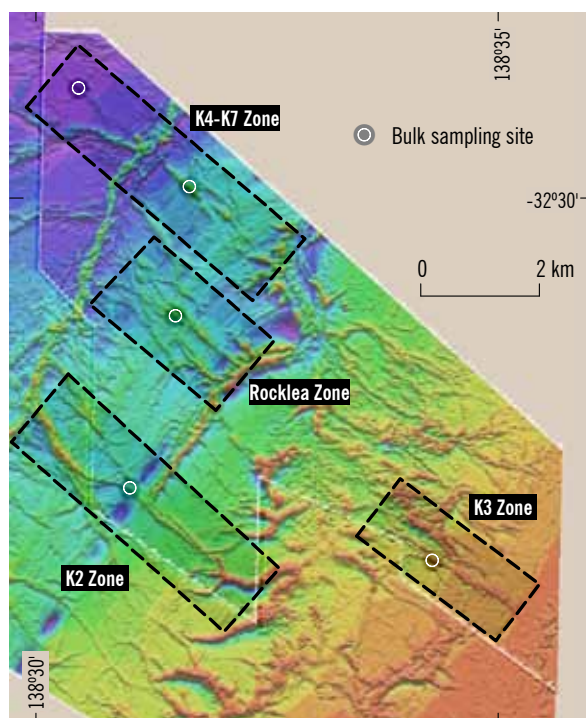


Figure 5 Proposed kimberlite bulk sampling sites, near Eureka.

ADELAIDE HILLS

A zero microdiamond result was returned from a single sample submitted from stocks of the Angaston Kimberlite.

PILBARA PROJECT

HAMERSLEY RANGES
Western Australia

Results from stream sediment samples taken from the reconnaissance survey in the first half of 2010 are still pending.

PHOSPHATE

JAMESTOWN PROJECT

FLINDERS RANGES
South Australia

In the Jamestown project (Figure 6), preparations continued in planning a drilling program to test high phosphorus geochemical values. A review of geophysics over the elevated phosphorus geochemical values near to Orroroo indicated an area warranting geological mapping prior to drilling.



Figure 6 Location of the Jamestown Phosphate Project.

PROGRAM

In the December quarter, it is planned to transport the DMS plant from storage at Lonsdale to Carrieton and service and maintain the equipment to a level appropriate for commissioning. Ground geophysical surveys will be carried out over each of the planned bulk sampling sites in the Eurelia kimberlite field to assist with the design of excavations of microdiamond rich kimberlites.

Geological mapping is planned for an area of high phosphorus values adjacent to the Orroroo phosphate pits, to assist with design of the drill program.

It is planned to continue with a review of prospectivity of the entire tenement package.

In preparation for the December quarter Initial Public Offer of Flinders Exploration, no new field work is planned which might be expected to materially change the valuation of projects.



Gary Sutherland
Chief Executive Officer (Acting)

28 October 2010

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The information that relates to iron ore project drilling data and geological interpretations is based on information compiled by Mr Nick Corlis who is a Member of The Australian Institute of Geoscientists. Mr Corlis is Exploration Manager – Iron, of the Company. The information that relates to the Mineral Resource Estimate has been compiled by Mr Stephen Godfrey of Golder Associates Pty Ltd who is a Member of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists. The information that relates to diamonds and phosphate project drilling data and geological interpretations is based on information compiled by Dr David Tucker who is a Member of the Australasian Institute of Mining and Metallurgy. Dr Tucker is Exploration Manager – Diamonds and Phosphate, of the Company. Mr Corlis, Mr Godfrey and Dr Tucker each have sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that they are undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Corlis, Mr Godfrey and Dr Tucker consent to the inclusion in their names in the matters based on their information in the form and context in which it appears.

Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001, 01/06/10.

Name of entity

Flinders Mines Limited

ABN

46 091 118 044

Quarter ended ("current quarter")

30 September 2010

Consolidated statement of cash flows

Cash flows related to operating activities		Current quarter \$A'000	Year to date (3 months) \$A'000
1.1	Receipts from product sales and related debtors		
1.2	Payments for		
	(a) exploration & evaluation	(4,389)	(4,389)
	(b) development		
	(c) production		
	(d) administration	(1,190)	(1,190)
1.3	Dividends received		
1.4	Interest and other items of a similar nature received	818	818
1.5	Interest and other costs of finance paid		
1.6	Income taxes paid		
1.7	Other		
	Net Operating Cash Flows	(4,761)	(4,761)
Cash flows related to investing activities			
1.8	Payment for purchases of:		
	(a) prospects		
	(b) equity investments		
	(c) other fixed assets	(47)	(47)
1.9	Proceeds from sale of:		
	(a) prospects		
	(b) equity investments		
	(c) other fixed assets		
1.10	Loans to other entities	(150)	(150)
1.11	Loans repaid by other entities		
1.12	Other (provide details if material)		
	Net investing cash flows	(197)	(197)
1.13	Total operating and investing cash flows (carried forward)	(4,958)	(4,958)

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(4,958)	(4,958)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.		
1.15	Proceeds from sale of forfeited shares		
1.16	Proceeds from borrowings		
1.17	Repayment of borrowings		
1.18	Dividends paid		
1.19	Other (transaction costs)	(3)	(3)
	Net financing cash flows	(3)	(3)
	Net increase (decrease) in cash held	(4,961)	(4,961)
1.20	Cash at beginning of quarter/year to date	54,807	54,807
1.21	Exchange rate adjustments to item 1.20		
1.22	Cash at end of quarter	49,846	49,846

Payments to directors of the entity and associates of the directors

Payments to related entities of the entity and associates of the related entities

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	422
1.24	Aggregate amount of loans to the parties included in item 1.10	

1.25 Explanation necessary for an understanding of the transactions

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

+ See chapter 19 for defined terms.

Financing facilities available

Add notes as necessary for an understanding of the position.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities		
3.2 Credit standby arrangements		

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	2,701
4.2 Development	3,573
4.3 Production	
4.4 Administration	1,086
Total	7,360

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.

	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	3,226	1,751
5.2 Deposits at call	46,620	53,056
5.3 Bank overdraft		
5.4 Other (provide details)		
Total: cash at end of quarter (item 1.22)	49,846	54,807

Changes in interests in mining tenements

	Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1 Interests in mining tenements relinquished, reduced or lapsed				
6.2 Interests in mining tenements acquired or increased				

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

		Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1	Preference securities (description)				
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3	+Ordinary securities	1,820,149,571	1,820,149,571		
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs				
7.5	+Convertible debt securities (description)				
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	Options (description and conversion factor)	400,000 462,500 1,449,999 480,000		Exercise price \$0.017 \$0.084 \$0.045 \$0.055	Expiry date 20/03/2012 05/03/2013 03/02/2014 26/08/2014
7.8	Issued during quarter				
7.9	Exercised during quarter	300,000		0.017	20/03/2012
7.10	Expired during quarter				
7.11	Debentures (totals only)				

+ See chapter 19 for defined terms.

7.12	Unsecured notes (totals only)		
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Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 4).
- 2 This statement does give a true and fair view of the matters disclosed.



Sign here:

(Company Secretary)

Date: 28 October 2010

Print name: David W Godfrey

Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 1022: Accounting for Extractive Industries* and *AASB 1026: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

+ See chapter 19 for defined terms.