



facsimile

To: ASX Company Announcements Platform **Fax:** 1300 135 638
&
Mr David W Godfrey - Company Secretary **Fax:** 08 8132 7999
Flinders Mines Limited [FMS]

From: Scott Martin **Fax:** (02) 8225 5114
Citigroup Global Markets Australia Pty Limited

Date: 23 December 2011 **Pages:** 3 (including cover sheet)

Subject: Submission of Form 603 re: Flinders Mines Limited [FMS]

If you do not receive all pages, please telephone on 61 2 8225 1472

This fax is confidential and may be privileged. If you are not the intended recipient, please notify the sender immediately by telephone.

Notice of initial substantial shareholder

Form 603
Corporations Law
Section 671B

To: Flinders Mines Limited ("FMS", Ordinary Fully Paid)

1. Details of substantial shareholder

Citigroup Global Markets Australia Pty Limited (ACN 003 114 832) and each of the related bodies corporate in the Citigroup group of companies worldwide (for more details please visit www.citigroup.com).

The holder became a substantial holder on 21 December 2011.

2. Details of 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 had a relevant interest in on the date the substantial holder became a substantial holder are as follows:

Class of securities	Number of securities	Person's vote	Voting Power
FMS, Ordinary Fully Paid	111,783,870	111,783,870	6.138%

3. Details of relevant interests

Holder of relevant interest	Nature of relevant interest	Class and number of securities
Citigroup Global Markets Limited	Citigroup Global Markets Limited holds a relevant interest in these shares solely in its capacity as Prime Broker with power to control the disposal of the shares.	11,044,088 FMS Ordinary Fully Paid
Citigroup Global Markets Australia Pty Limited	Citigroup Global Markets Australia Pty Limited holds a relevant interest in these shares pursuant to contracts entered into in the ordinary course of business on a stock market of a stock exchange, containing no terms and conditions other than standard terms and conditions.	100,739,782 FMS Ordinary Fully Paid

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Class and number of securities
Citigroup Global Markets Limited	Citicorp Nominees Pty Ltd	11,044,088 FMS Ordinary Fully Paid

Citigroup Global Markets Australia Pty Limited	Citigroup Global Markets Australia Pty Limited	100,739,782 FMS Ordinary Fully Paid
---	---	--

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration	Class and number of securities
Citigroup Global Markets Limited	Various	Various	11,044,088 FMS Ordinary Fully Paid
Citigroup Global Markets Australia Pty Limited	Various	Various	100,739,782 FMS Ordinary Fully Paid

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

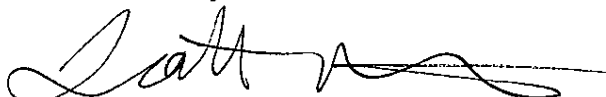
Name and ACN/ARSN (if applicable)	Nature of association
Citigroup Global Markets Limited	Each of the related bodies corporate in the Citigroup group of companies worldwide (for more details please visit www.citigroup.com).
Citigroup Global Markets Australia Pty Limited, ACN 003 114 832	Each of the related bodies corporate in the Citigroup group of companies worldwide (for more details please visit www.citigroup.com).

7. Addresses

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

Name	Address
Citigroup Global Markets Limited	Citigroup Centre 33 Canada Square London, E14 5LB
Citigroup Global Markets Australia Pty Limited	Level 22, Citigroup Centre 2 Park St Sydney NSW 2000

Dated this day, 23 December 2011.



Scott Martin
Markets Compliance
Citigroup Global Markets Australia Pty Limited