

# Form 604

Corporations Law  
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

Name **UBS AG and its related bodies corporate**

ACN/ARSN (if applicable): \_\_\_\_\_

There was a change in the interests of the substantial holder on **22 March 2012**

The previous notice was given to the company on **9 February 2012**

### 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 | Previous Notice |              | Present Notice |              |
|---------------------|-----------------|--------------|----------------|--------------|
|                     | Person's Votes  | Voting Power | Person's Votes | Voting Power |
| Ordinary            | 122,147,672     | 6.71%        | 102,196,791    | 5.61%        |

### 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 | Consideration given in relation to change | Class and Number of securities | Person's votes affected |
|------------------------|----------------------------------------|------------------|-------------------------------------------|--------------------------------|-------------------------|
| Please see Appendix B. |                                        |                  |                                           |                                |                         |

#### 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 holder | Nature of relevant interest                                                                                                     | Class and number of securities | Person's votes |
|------------------------------|---------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|--------------------------------|----------------|
| UBS AG, Australia Branch     | UBS Nominees Pty Ltd            | UBS AG, Australia Branch                | Prime Broker that has exercised its borrowing right in respect of shares pursuant to a Prime Broking Agreement (see Appendix A) | 3,635,014                      | Ordinary       |
| UBS Securities Australia Ltd | Warbont Nominees Pty Ltd        | UBS Securities Australia Ltd            | Power to control disposal over shares pursuant to stock borrowing and lending activities (see Appendix A)                       | 2,324,000                      | Ordinary       |
| UBS Securities Australia Ltd | Brispot Nominees Pty Ltd        | UBS Securities Australia Ltd            | Beneficial owner                                                                                                                | 96,237,777                     | Ordinary       |

#### 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 (if applicable) | Nature of association |
|------------------------------|-----------------------|
| N/A                          | N/A                   |

#### 6. Addresses

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

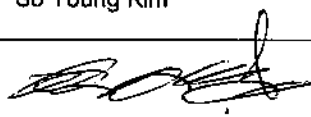
| Name                                                                                                                                                    | Address |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|---------|
| Details of all UBS offices can be found through the following link: <a href="http://apps.ubs.com/locationfinder">http://apps.ubs.com/locationfinder</a> |         |

#### SIGNATURE

Print Name: So Young Kim

Capacity: Authorised signatory

Sign Here:

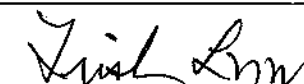


Date: 26 March 2012

Print Name: Trish Lee

Capacity: Authorised signatory

Sign Here:



Date: 26 March 2012

Contact details for this notice:

Tiffany Leung  
Legal & Compliance  
(T) +852 2971 8042  
(F) +852 2971 7895

|                                                          |                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                         |
|----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Holder of relevant interest</b>                       | <b>UBS AG, Australia Branch</b>                                                                                                                                                                                                                                                                       | <b>UBS Securities Australia Ltd</b>                                                                                                                                                                                                                                                                                                     |
| <b>Type of agreement</b>                                 | Prime Brokerage Agreement                                                                                                                                                                                                                                                                             | Securities Lending Agreement                                                                                                                                                                                                                                                                                                            |
| <b>Parties to agreement</b>                              | (i) UBS AG, Australia Branch ("UBS AG")<br>(ii) Client (Please refer to Appendix A-1.)                                                                                                                                                                                                                | (i) UBS AG, Australia Branch ("UBS AG")/<br>UBS Securities Australia Limited<br>(ii) Client (Please refer to Appendix A-1.)                                                                                                                                                                                                             |
| <b>Transfer date</b>                                     | Please refer to Appendix A-1.                                                                                                                                                                                                                                                                         | Please refer to Appendix A-1.                                                                                                                                                                                                                                                                                                           |
| <b>Holder of voting rights</b>                           | UBS AG                                                                                                                                                                                                                                                                                                | UBS AG/ UBS Securities Australia Limited                                                                                                                                                                                                                                                                                                |
| <b>Are there any restrictions on voting rights?</b>      | Please refer to the details below.                                                                                                                                                                                                                                                                    | Please refer to the details below.                                                                                                                                                                                                                                                                                                      |
| <b>If yes, detail</b>                                    | Since all right and title in the securities passes to the transferee (i.e. UBS AG), the transferee has the right to vote. However, in certain circumstances, the transferee may seek to arrange for instructions to be exercised in accordance with the instructions of the transferor (i.e. Client). | Since all right and title in the securities passes to the transferee (i.e. UBS AG/ UBS Securities Australia Limited), the transferee has the right to vote. However, in certain circumstances, the transferee may seek to arrange for instructions to be exercised in accordance with the instructions of the transferor (i.e. Client). |
| <b>Scheduled return date (if any)</b>                    | None, subject to the terms of the relevant loan.                                                                                                                                                                                                                                                      | None, subject to the terms of the relevant loan.                                                                                                                                                                                                                                                                                        |
| <b>Does the borrower have the right to return early?</b> | Yes.                                                                                                                                                                                                                                                                                                  | Yes.                                                                                                                                                                                                                                                                                                                                    |
| <b>If yes, detail</b>                                    | The borrower (i.e. UBS AG) has the right to return at its discretion.                                                                                                                                                                                                                                 | The borrower (i.e. UBS AG/ UBS Securities Australia Limited) has the right to return at its discretion.                                                                                                                                                                                                                                 |
| <b>Does the lender have the right to recall early?</b>   | Yes.                                                                                                                                                                                                                                                                                                  | Yes.                                                                                                                                                                                                                                                                                                                                    |
| <b>If yes, detail</b>                                    | The lender (i.e. Client) can recall at its request subject to compliance with margin requirements and the terms of the relevant loan.                                                                                                                                                                 | The lender (i.e. Client) can recall at its request subject to compliance with margin requirements and the terms of the relevant loan.                                                                                                                                                                                                   |
| <b>Will the securities be returned on settlement?</b>    | Yes.                                                                                                                                                                                                                                                                                                  | Yes.                                                                                                                                                                                                                                                                                                                                    |
| <b>If yes, detail any exceptions</b>                     | None.                                                                                                                                                                                                                                                                                                 | None.                                                                                                                                                                                                                                                                                                                                   |

The information in this appendix is based on the relevant standard UBS agreement.

A copy of the agreement is available to the company, or responsible entity to whom the prescribed form must be given, or to ASIC, upon request.

## Prime Brokerage Agreement - UBS AG, Australia Branch

| Parties to agreement                                                                   | Transfer date       |
|----------------------------------------------------------------------------------------|---------------------|
| Monterrey Investment Management Limited as a trustee of the Merlin Investment Fund     | (i) 5 December 2011 |
| Regal Funds Management Pty Ltd as trustee and manager of Atlantic Absolute Return Fund | (i) 5 December 2011 |
| TIGA Trading Pty Limited                                                               | (i) 5 December 2011 |

## Securities Lending Agreement - UBS AG, Australia Branch/ UBS Securities Australia Limited

| Parties to agreement                                                  | Transfer date     |
|-----------------------------------------------------------------------|-------------------|
| JPMorgan Chase Bank, N.A. as an agent acting on behalf of its clients | (i) 22 March 2012 |
| National Australia Bank Limited                                       | (i) 22 March 2012 |

| Date of change | Person whose relevant interest changed | Nature of Change | Consideration given in relation to change | Number of securities | Class    |
|----------------|----------------------------------------|------------------|-------------------------------------------|----------------------|----------|
| 08-Feb-12      | UBS Securities Australia Ltd           | Buy              | 16,547                                    | 57,000               | Ordinary |
| 08-Feb-12      | UBS Securities Australia Ltd           | Buy              | 12,888                                    | 44,380               | Ordinary |
| 08-Feb-12      | UBS Securities Australia Ltd           | Buy              | 16,547                                    | 57,000               | Ordinary |
| 08-Feb-12      | UBS Securities Australia Ltd           | Buy              | 14,108                                    | 48,614               | Ordinary |
| 08-Feb-12      | UBS AG, London Branch                  | Stock returned   | N/A                                       | (1,197,097)          | Ordinary |
| 09-Feb-12      | UBS Securities Australia Ltd           | Sell             | 16,547                                    | (57,000)             | Ordinary |
| 09-Feb-12      | UBS Securities Australia Ltd           | Buy              | 51,220                                    | 176,376              | Ordinary |
| 09-Feb-12      | UBS Securities Australia Ltd           | Buy              | 48,861                                    | 165,573              | Ordinary |
| 09-Feb-12      | UBS AG, London Branch                  | Stock received   | N/A                                       | 1,948,376            | Ordinary |
| 10-Feb-12      | UBS Securities Australia Ltd           | Buy              | 21,801                                    | 74,405               | Ordinary |
| 10-Feb-12      | UBS Securities Australia Ltd           | Buy              | 15,537                                    | 52,633               | Ordinary |
| 10-Feb-12      | UBS AG, London Branch                  | Stock received   | N/A                                       | 2,751,626            | Ordinary |
| 10-Feb-12      | UBS AG, Australia Branch               | Stock returned   | N/A                                       | (3,524,357)          | Ordinary |
| 13-Feb-12      | UBS Securities Australia Ltd           | Buy              | 53,344                                    | 181,629              | Ordinary |
| 13-Feb-12      | UBS Securities Australia Ltd           | Buy              | 16,875                                    | 57,573               | Ordinary |
| 13-Feb-12      | UBS AG, London Branch                  | Stock received   | N/A                                       | 118,280              | Ordinary |
| 13-Feb-12      | UBS AG, Australia Branch               | Stock returned   | N/A                                       | (200,000)            | Ordinary |
| 14-Feb-12      | UBS Securities Australia Ltd           | Sell             | 11,464                                    | (39,531)             | Ordinary |
| 14-Feb-12      | UBS Securities Australia Ltd           | Buy              | 29,993                                    | 101,948              | Ordinary |
| 14-Feb-12      | UBS Securities Australia Ltd           | Buy              | 21,708                                    | 73,735               | Ordinary |
| 14-Feb-12      | UBS AG, London Branch                  | Stock received   | N/A                                       | 199,301              | Ordinary |
| 15-Feb-12      | UBS Securities Australia Ltd           | Buy              | 11,126                                    | 38,000               | Ordinary |
| 15-Feb-12      | UBS Securities Australia Ltd           | Buy              | 29,558                                    | 100,196              | Ordinary |
| 15-Feb-12      | UBS Securities Australia Ltd           | Buy              | 159,477                                   | 540,600              | Ordinary |
| 15-Feb-12      | UBS AG, London Branch                  | Stock returned   | N/A                                       | (1,948,376)          | Ordinary |
| 15-Feb-12      | UBS AG, London Branch                  | Stock returned   | N/A                                       | (2,741,626)          | Ordinary |
| 15-Feb-12      | UBS AG, London Branch                  | Stock returned   | N/A                                       | (118,280)            | Ordinary |
| 15-Feb-12      | UBS AG, London Branch                  | Stock returned   | N/A                                       | (199,301)            | Ordinary |
| 15-Feb-12      | UBS AG, London Branch                  | Stock returned   | N/A                                       | (11,007,157)         | Ordinary |
| 16-Feb-12      | UBS Securities Australia Ltd           | Sell             | 18,423                                    | (63,529)             | Ordinary |
| 16-Feb-12      | UBS Securities Australia Ltd           | Buy              | 22,741                                    | 77,456               | Ordinary |
| 16-Feb-12      | UBS Securities Australia Ltd           | Buy              | 43,073                                    | 145,911              | Ordinary |
| 16-Feb-12      | UBS AG, London Branch                  | Stock received   | N/A                                       | 330,936              | Ordinary |
| 17-Feb-12      | UBS Securities Australia Ltd           | Buy              | 41,770                                    | 142,900              | Ordinary |
| 17-Feb-12      | UBS AG, London Branch                  | Stock returned   | N/A                                       | (228,896)            | Ordinary |
| 17-Feb-12      | UBS AG, Australia Branch               | Stock returned   | N/A                                       | (88,883)             | Ordinary |
| 17-Feb-12      | UBS AG, Australia Branch               | Stock returned   | N/A                                       | (977,455)            | Ordinary |
| 17-Feb-12      | UBS AG, Australia Branch               | Stock returned   | N/A                                       | (11,117)             | Ordinary |
| 17-Feb-12      | UBS AG, Australia Branch               | Stock returned   | N/A                                       | (1,122,545)          | Ordinary |
| 20-Feb-12      | UBS Securities Australia Ltd           | Buy              | 45,580                                    | 154,510              | Ordinary |
| 20-Feb-12      | UBS AG, London Branch                  | Stock received   | N/A                                       | 53,769               | Ordinary |
| 21-Feb-12      | UBS Securities Australia Ltd           | Buy              | 12,623                                    | 43,024               | Ordinary |
| 21-Feb-12      | UBS AG, London Branch                  | Stock returned   | N/A                                       | (1,095,168)          | Ordinary |
| 21-Feb-12      | UBS AG, London Branch                  | Stock returned   | N/A                                       | (84,600)             | Ordinary |
| 21-Feb-12      | UBS AG, London Branch                  | Stock returned   | N/A                                       | (10,000)             | Ordinary |
| 21-Feb-12      | UBS AG, London Branch                  | Stock returned   | N/A                                       | (330,936)            | Ordinary |
| 21-Feb-12      | UBS AG, London Branch                  | Stock returned   | N/A                                       | (53,769)             | Ordinary |
| 22-Feb-12      | UBS Securities Australia Ltd           | Buy              | 11,408                                    | 38,922               | Ordinary |
| 23-Feb-12      | UBS Securities Australia Ltd           | Buy              | 394,964                                   | 1,361,946            | Ordinary |
| 23-Feb-12      | UBS Securities Australia Ltd           | Buy              | 20,324                                    | 69,364               | Ordinary |
| 24-Feb-12      | UBS Securities Australia Ltd           | Buy              | 13,819                                    | 46,844               | Ordinary |
| 24-Feb-12      | UBS Securities Australia Ltd           | Sell             | 394,964                                   | (1,361,946)          | Ordinary |
| 28-Feb-12      | UBS Securities Australia Ltd           | Sell             | 7,438                                     | (25,000)             | Ordinary |
| 28-Feb-12      | UBS Securities Australia Ltd           | Buy              | 255,872                                   | 859,495              | Ordinary |
| 28-Feb-12      | UBS AG, Australia Branch               | Stock returned   | N/A                                       | (800,643)            | Ordinary |
| 29-Feb-12      | UBS Securities Australia Ltd           | Buy              | 53,998                                    | 181,628              | Ordinary |
| 29-Feb-12      | UBS AG, London Branch                  | Stock received   | N/A                                       | 6,982,161            | Ordinary |
| 01-Mar-12      | UBS Securities Australia Ltd           | Buy              | 53,998                                    | 181,629              | Ordinary |
| 01-Mar-12      | UBS Securities Australia Ltd           | Sell             | 18,594                                    | (62,987)             | Ordinary |
| 01-Mar-12      | UBS AG, London Branch                  | Stock received   | N/A                                       | 10,330,587           | Ordinary |
| 02-Mar-12      | UBS Securities Australia Ltd           | Buy              | 634                                       | 2,130                | Ordinary |
| 02-Mar-12      | UBS AG, London Branch                  | Stock received   | N/A                                       | 457,501              | Ordinary |
| 05-Mar-12      | UBS AG, London Branch                  | Stock returned   | N/A                                       | (390,460)            | Ordinary |
| 06-Mar-12      | UBS Securities Australia Ltd           | Buy              | 44,225                                    | 148,707              | Ordinary |
| 06-Mar-12      | UBS AG, London Branch                  | Stock received   | N/A                                       | 286,820              | Ordinary |
| 06-Mar-12      | UBS AG, London Branch                  | Stock received   | N/A                                       | 403,906              | Ordinary |
| 07-Mar-12      | UBS Securities Australia Ltd           | Sell             | 860                                       | (2,867)              | Ordinary |
| 07-Mar-12      | UBS Securities Australia Ltd           | Buy              | 9,860                                     | 32,922               | Ordinary |
| 07-Mar-12      | UBS AG, London Branch                  | Stock returned   | N/A                                       | (496,338)            | Ordinary |
| 08-Mar-12      | UBS Securities Australia Ltd           | Sell             | 1,054                                     | (3,512)              | Ordinary |
| 08-Mar-12      | UBS Securities Australia Ltd           | Buy              | 11,393                                    | 38,079               | Ordinary |
| 08-Mar-12      | UBS AG, London Branch                  | Stock returned   | N/A                                       | (317,439)            | Ordinary |
| 09-Mar-12      | UBS Securities Australia Ltd           | Sell             | 26,261                                    | (87,535)             | Ordinary |
| 09-Mar-12      | UBS Securities Australia Ltd           | Buy              | 13,128                                    | 44,025               | Ordinary |
| 09-Mar-12      | UBS AG, London Branch                  | Stock returned   | N/A                                       | (2,421,886)          | Ordinary |
| 09-Mar-12      | UBS AG, London Branch                  | Stock returned   | N/A                                       | (1,501,065)          | Ordinary |

|           |                              |                |         |             |          |
|-----------|------------------------------|----------------|---------|-------------|----------|
| 12-Mar-12 | UBS Securities Australia Ltd | Sell           | 99,040  | (330,132)   | Ordinary |
| 12-Mar-12 | UBS Securities Australia Ltd | Buy            | 6,807   | 22,712      | Ordinary |
| 13-Mar-12 | UBS Securities Australia Ltd | Sell           | 119,170 | (397,234)   | Ordinary |
| 13-Mar-12 | UBS Securities Australia Ltd | Buy            | 25,591  | 85,446      | Ordinary |
| 13-Mar-12 | UBS Securities Australia Ltd | Buy            | 4,918   | 16,411      | Ordinary |
| 13-Mar-12 | UBS AG, London Branch        | Stock returned | N/A     | (1,789,431) | Ordinary |
| 13-Mar-12 | UBS AG, London Branch        | Stock returned | N/A     | (6,529,808) | Ordinary |
| 14-Mar-12 | UBS Securities Australia Ltd | Sell           | 83,388  | (277,959)   | Ordinary |
| 14-Mar-12 | UBS Securities Australia Ltd | Buy            | 29,961  | 100,641     | Ordinary |
| 14-Mar-12 | UBS Securities Australia Ltd | Buy            | 7,796   | 26,081      | Ordinary |
| 14-Mar-12 | UBS AG, London Branch        | Stock returned | N/A     | (1,055,564) | Ordinary |
| 14-Mar-12 | UBS AG, London Branch        | Stock returned | N/A     | (457,501)   | Ordinary |
| 14-Mar-12 | UBS AG, London Branch        | Stock returned | N/A     | (272,833)   | Ordinary |
| 14-Mar-12 | UBS AG, London Branch        | Stock returned | N/A     | (403,906)   | Ordinary |
| 15-Mar-12 | UBS Securities Australia Ltd | Sell           | 64,835  | (216,116)   | Ordinary |
| 15-Mar-12 | UBS Securities Australia Ltd | Buy            | 14,947  | 50,208      | Ordinary |
| 15-Mar-12 | UBS Securities Australia Ltd | Buy            | 22,075  | 73,903      | Ordinary |
| 15-Mar-12 | UBS AG, London Branch        | Stock received | N/A     | 1,633,482   | Ordinary |
| 16-Mar-12 | UBS Securities Australia Ltd | Buy            | 6,242   | 20,919      | Ordinary |
| 16-Mar-12 | UBS Securities Australia Ltd | Buy            | 4,500   | 15,000      | Ordinary |
| 16-Mar-12 | UBS Securities Australia Ltd | Sell           | 14,875  | (50,000)    | Ordinary |
| 16-Mar-12 | UBS Securities Australia Ltd | Sell           | 89,171  | (297,236)   | Ordinary |
| 16-Mar-12 | UBS Securities Australia Ltd | Buy            | 11,774  | 39,364      | Ordinary |
| 19-Mar-12 | UBS Securities Australia Ltd | Sell           | 417,581 | (1,391,937) | Ordinary |
| 19-Mar-12 | UBS Securities Australia Ltd | Buy            | 25,801  | 86,088      | Ordinary |
| 19-Mar-12 | UBS Securities Australia Ltd | Buy            | 199,337 | 664,013     | Ordinary |
| 19-Mar-12 | UBS AG, London Branch        | Stock received | N/A     | 297,008     | Ordinary |
| 19-Mar-12 | UBS AG, London Branch        | Stock received | N/A     | 6,886,859   | Ordinary |
| 20-Mar-12 | UBS Securities Australia Ltd | Sell           | 9,665   | (32,486)    | Ordinary |
| 20-Mar-12 | UBS Securities Australia Ltd | Sell           | 49,988  | (166,628)   | Ordinary |
| 20-Mar-12 | UBS Securities Australia Ltd | Buy            | 18,926  | 63,574      | Ordinary |
| 20-Mar-12 | UBS Securities Australia Ltd | Sell           | 176,195 | (587,318)   | Ordinary |
| 20-Mar-12 | UBS Securities Australia Ltd | Buy            | 4,550   | 15,413      | Ordinary |
| 20-Mar-12 | UBS Securities Australia Ltd | Buy            | 10,178  | 33,905      | Ordinary |
| 20-Mar-12 | UBS AG, London Branch        | Stock returned | N/A     | (1,633,482) | Ordinary |
| 20-Mar-12 | UBS AG, London Branch        | Stock returned | N/A     | (6,886,859) | Ordinary |
| 21-Mar-12 | UBS Securities Australia Ltd | Sell           | 96,123  | (320,410)   | Ordinary |
| 21-Mar-12 | UBS Securities Australia Ltd | Buy            | 22,373  | 74,776      | Ordinary |
| 21-Mar-12 | UBS Securities Australia Ltd | Buy            | 10,128  | 34,147      | Ordinary |
| 21-Mar-12 | UBS Securities Australia Ltd | Buy            | 11,620  | 38,706      | Ordinary |
| 21-Mar-12 | UBS AG, Australia Branch     | Stock returned | N/A     | (1,500,000) | Ordinary |
| 22-Mar-12 | UBS Securities Australia Ltd | Sell           | 458,121 | (1,527,070) | Ordinary |
| 22-Mar-12 | UBS Securities Australia Ltd | Buy            | 20,681  | 68,936      | Ordinary |
| 22-Mar-12 | UBS Securities Australia Ltd | Buy            | 17,129  | 57,059      | Ordinary |
| 22-Mar-12 | UBS AG, London Branch        | Stock returned | N/A     | (1,749,303) | Ordinary |
| 22-Mar-12 | UBS AG, London Branch        | Stock returned | N/A     | (788,621)   | Ordinary |
| 22-Mar-12 | UBS AG, London Branch        | Stock returned | N/A     | (286,820)   | Ordinary |
| 22-Mar-12 | UBS AG, London Branch        | Stock returned | N/A     | (297,008)   | Ordinary |
| 22-Mar-12 | UBS AG, Australia Branch     | Stock returned | N/A     | (64,986)    | Ordinary |
| 22-Mar-12 | UBS Securities Australia Ltd | Stock borrowed | N/A     | 1,724,000   | Ordinary |
| 22-Mar-12 | UBS Securities Australia Ltd | Stock borrowed | N/A     | 600,000     | Ordinary |