
Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: **Flinders Mines Limited**
Level 1, 136 Frome Street
Adelaide SA 5000

ABN/ARSN 46 091 118 044

To: **ASX Limited**

1. Details of substantial shareholder

Name Deutsche Bank AG (ABN 13 064 165 162) and its related bodies corporate (together, the "Deutsche Bank Group") gives notice of a change in its relevant interests.

There was a change in the interests of the substantial holder on **20 April 2012**.

The previous notice was given to the company on **22 March 2012**.

The previous notice was dated **22 March 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 had a relevant interest 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 c.o.b. 21 March 2012		Present notice c.o.b. 20 April 2012	
	Person's votes	Voting power	Person's votes	Voting power
Ordinary shares	138,262,108	7.59%	116,494,257	6.40%

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
Refer to schedule 1.	Refer to schedule 1.	Refer to schedule 1.	Refer to schedule 1.	Refer to schedule 1.	See previous column.

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	Nature of relevant interest	Class and number of securities (ordinary shares unless stated)	Person's Votes
Deutsche Securities Australia Limited and each of its holding companies in the Deutsche Bank Group	117,558,011 shares under Pan Australian Nominees Pty Ltd. For the balance, unknown being executed trades pending settlement and securities lending arrangements at time of filing.	117,558,011 shares under Pan Australian Nominees Pty Ltd.	In its capacity as stockbroker, stock borrower, stock lender and in various other related capacities. Part of this relevant interest represents: 11,090 shares as lender pursuant to a securities lending agreement with Commonwealth Bank of Australia, as disclosed in the previous filing on 22 March 2012. Each holding company of Deutsche Securities Australia Limited, including Deutsche Bank, is deemed to have the same relevant interest.	116,388,257	116,388,257
Tilney Investment Management or other foreign members of the group and each of their holding companies in the Deutsche Bank Group.	Not available at time of filing	Not available at time of filing	In its capacity as investment manager or in various other related capacities. Each holding company of Tilney Investment Management or other relevant foreign member of the Deutsche Bank Group, including Deutsche Bank, is deemed to have the same relevant interest.	106,000	106,000

5. Consideration

N/A

6. Addresses

The addresses of persons named in this form are:

Name	Address
Deutsche Bank Group	C/- Level 59, International Commerce Centre, 1 Austin Road, West Kowloon, Hong Kong



Signature

Name Jamie Crocker

Date 24 April 2012

Schedule 1 to Form 604

Group Name	ASX	Stock	Trade Date	Trans Type	Trans,Number	Consideration
DEUTSCHE SECURITIES	FMS	ORD	22/03/2012	B	120,000	-35,736.00
DEUTSCHE SECURITIES	FMS	ORD	22/03/2012	B	132	-39.60
DEUTSCHE SECURITIES	FMS	ORD	22/03/2012	B	51	-15.30
DEUTSCHE SECURITIES	FMS	ORD	22/03/2012	S	-45	13.50
DEUTSCHE SECURITIES	FMS	ORD	23/03/2012	B	15,641	-4,695.43
DEUTSCHE SECURITIES	FMS	ORD	23/03/2012	B	217	-65.10
DEUTSCHE SECURITIES	FMS	ORD	23/03/2012	B	84	-25.20
DEUTSCHE SECURITIES	FMS	ORD	23/03/2012	S	-73	21.90
DEUTSCHE SECURITIES	FMS	ORD	26/03/2012	B	360,500	-107,248.75
DEUTSCHE SECURITIES	FMS	ORD	26/03/2012	B	49,781	-14,944.26
DEUTSCHE SECURITIES	FMS	ORD	26/03/2012	B	639	-191.70
DEUTSCHE SECURITIES	FMS	ORD	26/03/2012	B	229	-68.70
DEUTSCHE SECURITIES	FMS	ORD	26/03/2012	B	74	-22.20
DEUTSCHE SECURITIES	FMS	ORD	27/03/2012	B	1,252,503	-372,870.14
DEUTSCHE SECURITIES	FMS	ORD	27/03/2012	S	-500,000	148,550.00
DEUTSCHE SECURITIES	FMS	ORD	27/03/2012	B	34,028	-10,194.79
DEUTSCHE SECURITIES	FMS	ORD	27/03/2012	S	-5,290	1,560.55
DEUTSCHE SECURITIES	FMS	ORD	27/03/2012	B	63	-18.90
DEUTSCHE SECURITIES	FMS	ORD	28/03/2012	B	9,136,531	-2,719,945.28
DEUTSCHE SECURITIES	FMS	ORD	28/03/2012	B	2,036,541	-605,870.95
DEUTSCHE SECURITIES	FMS	ORD	28/03/2012	S	-153,071	45,247.79
DEUTSCHE SECURITIES	FMS	ORD	28/03/2012	B	41,067	-12,233.86
DEUTSCHE SECURITIES	FMS	ORD	28/03/2012	B	175	-51.63
DEUTSCHE SECURITIES	FMS	ORD	28/03/2012	B	68	-20.06
DEUTSCHE SECURITIES	FMS	ORD	28/03/2012	S	-39	11.51
DEUTSCHE SECURITIES	FMS	ORD	29/03/2012	B	647,947	-192,699.44
DEUTSCHE SECURITIES	FMS	ORD	29/03/2012	S	-242,887	72,186.02
DEUTSCHE SECURITIES	FMS	ORD	29/03/2012	S	-1,287	379.67
DEUTSCHE SECURITIES	FMS	ORD	29/03/2012	S	-422	124.49
DEUTSCHE SECURITIES	FMS	ORD	29/03/2012	S	-55	16.23
DEUTSCHE SECURITIES	FMS	ORD	30/03/2012	B	2,737,081	-814,281.60
DEUTSCHE SECURITIES	FMS	ORD	30/03/2012	S	-511,198	151,570.21
DEUTSCHE SECURITIES	FMS	ORD	30/03/2012	B	470,000	-141,000.00
DEUTSCHE SECURITIES	FMS	ORD	30/03/2012	B	6,738	-2,021.40
DEUTSCHE SECURITIES	FMS	ORD	30/03/2012	S	-713	210.34
DEUTSCHE SECURITIES	FMS	ORD	30/03/2012	S	-356	105.02
DEUTSCHE SECURITIES	FMS	ORD	2/04/2012	S	-124,974	37,104.78
DEUTSCHE SECURITIES	FMS	ORD	2/04/2012	B	3,716	-1,114.80
DEUTSCHE SECURITIES	FMS	ORD	2/04/2012	B	1,247	-374.10
DEUTSCHE SECURITIES	FMS	ORD	2/04/2012	S	-88	26.40
DEUTSCHE SECURITIES	FMS	ORD	2/04/2012	B	29	-8.70
DEUTSCHE SECURITIES	FMS	ORD	3/04/2012	S	-460	138.00
DEUTSCHE SECURITIES	FMS	ORD	3/04/2012	S	-15	4.50
DEUTSCHE SECURITIES	FMS	ORD	3/04/2012	B	14	-4.20
DEUTSCHE SECURITIES	FMS	ORD	4/04/2012	S	-12,443,527	3,010,089.18
DEUTSCHE SECURITIES	FMS	ORD	4/04/2012	B	1,000,000	-245,000.00
DEUTSCHE SECURITIES	FMS	ORD	4/04/2012	S	-566,031	138,677.60
DEUTSCHE SECURITIES	FMS	ORD	4/04/2012	B	556,447	-137,164.19
DEUTSCHE SECURITIES	FMS	ORD	4/04/2012	S	-224,317	54,957.67
DEUTSCHE SECURITIES	FMS	ORD	4/04/2012	B	165,765	-40,612.43
DEUTSCHE SECURITIES	FMS	ORD	4/04/2012	S	-83,929	20,117.78
DEUTSCHE SECURITIES	FMS	ORD	4/04/2012	B	15,834	-3,879.33
DEUTSCHE SECURITIES	FMS	ORD	4/04/2012	B	372	-93.00
DEUTSCHE SECURITIES	FMS	ORD	4/04/2012	B	225	-67.50
DEUTSCHE SECURITIES	FMS	ORD	4/04/2012	B	88	-26.40

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DEUTSCHE SECURITIES	FMS	ORD	4/04/2012	S	-27	8.10
DEUTSCHE SECURITIES	FMS	ORD	4/04/2012	S	-24	6.00
DEUTSCHE SECURITIES	FMS	ORD	5/04/2012	S	-12,443,527	3,010,089.18
DEUTSCHE SECURITIES	FMS	ORD	5/04/2012	B	9,443,527	-2,276,834.36
DEUTSCHE SECURITIES	FMS	ORD	5/04/2012	S	-7,000,000	1,723,400.00
DEUTSCHE SECURITIES	FMS	ORD	5/04/2012	B	3,000,000	-733,800.00
DEUTSCHE SECURITIES	FMS	ORD	5/04/2012	B	238,002	-58,310.49
DEUTSCHE SECURITIES	FMS	ORD	11/04/2012	S	-1,500,000	343,950.00
DEUTSCHE SECURITIES	FMS	ORD	11/04/2012	B	1,500,000	-337,950.00
DEUTSCHE SECURITIES	FMS	ORD	11/04/2012	S	-1,000,000	229,700.00
DEUTSCHE SECURITIES	FMS	ORD	11/04/2012	S	-1,000,000	228,100.00
DEUTSCHE SECURITIES	FMS	ORD	11/04/2012	B	500,000	-117,700.00
DEUTSCHE SECURITIES	FMS	ORD	12/04/2012	S	-569,450	127,215.13
DEUTSCHE SECURITIES	FMS	ORD	12/04/2012	B	500,000	-113,750.00
DEUTSCHE SECURITIES	FMS	ORD	12/04/2012	S	-83,239	19,120.00
DEUTSCHE SECURITIES	FMS	ORD	16/04/2012	S	-7,020,189	1,263,634.02
DEUTSCHE SECURITIES	FMS	ORD	16/04/2012	B	4,000,000	-720,400.00
DEUTSCHE SECURITIES	FMS	ORD	16/04/2012	S	-2,000,000	360,000.00
DEUTSCHE SECURITIES	FMS	ORD	17/04/2012	B	9,900,000	-1,994,850.00
DEUTSCHE SECURITIES	FMS	ORD	17/04/2012	S	-2,676,768	534,015.22
DEUTSCHE SECURITIES	FMS	ORD	17/04/2012	S	-2,000,000	390,000.00
DEUTSCHE SECURITIES	FMS	ORD	17/04/2012	S	-930,550	190,483.59
DEUTSCHE SECURITIES	FMS	ORD	17/04/2012	B	79,596	-15,919.20
DEUTSCHE SECURITIES	FMS	ORD	18/04/2012	S	-10,000,000	1,971,000.00
DEUTSCHE SECURITIES	FMS	ORD	19/04/2012	S	-252	49.14
DEUTSCHE SECURITIES	FMS	ORD	20/04/2012	S	-6,500,000	1,300,000.00