

---

# 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 **23 May 2012**

The previous notice was given to the company on **10 May 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	149,751,885	8.22%	130,942,847	7.19%

### 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 Global Asset Management (Australia) Ltd	Various Custodians	UBS Global Asset Management (Australia) Ltd	Fund Manager with power to exercise control over voting shares	3,304,952 Ordinary	3,304,952
UBS AG, London Branch	Various Custodians	UBS AG, London Branch	Beneficial Owner	203,327 Ordinary	203,327
	Citicorp Nominees Pty Ltd	UBS AG, London Branch	Prime Broker that has exercised its borrowing right in respect of shares pursuant to a Prime Broking Agreement (see Appendix A)	7,106,576 Ordinary	7,106,576
UBS Securities Australia Ltd	Brispot Nominees Pty Ltd	UBS Securities Australia Ltd	Beneficial Owner	120,327,992 Ordinary	120,327,992

#### 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: 25 May 2012

Print Name: Trish Lee Capacity: Authorised signatory

Sign Here:  Date: 25 May 2012

Contact details for this notice:

Trish Lee  
 Legal & Compliance  
 (T) +852 3712 4387  
 (F) +852 2971 7895

<b>Holder of relevant interest</b>	<b>UBS AG, London Branch</b>
<b>Type of agreement</b>	Prime Brokerage Agreement
<b>Parties to agreement</b>	(i) UBS AG, London Branch ("UBS AG")  (ii) Client (Please refer to Appendix A-1.)
<b>Transfer date</b>	Please refer to Appendix A-1.
<b>Holder of voting rights</b>	UBS AG
<b>Are there any restrictions on voting rights?</b>	No.
<b>If yes, detail</b>	N/A
<b>Scheduled return date (if any)</b>	None.
<b>Does the borrower have the right to return early?</b>	Yes.
<b>If yes, detail</b>	The borrower (i.e. UBS AG) has the right to return at its discretion.
<b>Does the lender have the right to recall early?</b>	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.
<b>Will the securities be returned on settlement?</b>	Yes.
<b>If yes, detail any exceptions</b>	None.

**Prime Brokerage Agreement - UBS AG, London Branch**

<b>Parties to agreement</b>	<b>Transfer date</b>
Integrated Core Strategies (Asia) Pte. Ltd.	(i) 20 April 2012
Zambezi Absolute Return Fund	(i) 20 April 2012

Date of change	Person whose relevant interest changed	Nature of Change	Consideration given in relation to change	Number of securities	Class
09-May-12	UBS AG, London Branch	Stock returned	N/A	(693,333)	Ordinary
09-May-12	UBS Securities Australia Ltd	Sell	818	(4,095)	Ordinary
09-May-12	UBS Securities Australia Ltd	Sell	1,856	(9,292)	Ordinary
10-May-12	UBS Securities Australia Ltd	Buy	19,010	100,000	Ordinary
14-May-12	UBS Securities Australia Ltd	Buy	19,510	100,000	Ordinary
14-May-12	UBS Securities Australia Ltd	Sell	48,700	(250,000)	Ordinary
15-May-12	UBS Securities Australia Ltd	Sell	194,800	(1,000,000)	Ordinary
15-May-12	UBS Securities Australia Ltd	Buy	275,500	1,450,000	Ordinary
15-May-12	UBS Securities Australia Ltd	Sell	223,850	(1,210,000)	Ordinary
15-May-12	UBS Securities Australia Ltd	Buy	770,800	4,000,000	Ordinary
15-May-12	UBS Securities Australia Ltd	Sell	247,813	(1,292,038)	Ordinary
16-May-12	UBS AG, London Branch	Stock received	N/A	1,791,100	Ordinary
16-May-12	UBS Securities Australia Ltd	Sell	54,000	(300,000)	Ordinary
16-May-12	UBS Securities Australia Ltd	Buy	92,500	500,000	Ordinary
16-May-12	UBS Securities Australia Ltd	Sell	398,264	(2,195,504)	Ordinary
16-May-12	UBS Securities Australia Ltd	Sell	9,250	(50,000)	Ordinary
17-May-12	UBS Securities Australia Ltd	Buy	1,579	8,768	Ordinary
17-May-12	UBS Securities Australia Ltd	Buy	162,676	903,252	Ordinary
17-May-12	UBS Securities Australia Ltd	Buy	3,934	21,846	Ordinary
17-May-12	UBS Securities Australia Ltd	Buy	7,160	39,756	Ordinary
17-May-12	UBS Securities Australia Ltd	Buy	112,423	654,000	Ordinary
17-May-12	UBS Securities Australia Ltd	Sell	42,500	(250,000)	Ordinary
17-May-12	UBS Securities Australia Ltd	Sell	515,100	(3,000,000)	Ordinary
17-May-12	UBS Securities Australia Ltd	Sell	19,440	(113,949)	Ordinary
18-May-12	UBS AG, London Branch	Stock returned	N/A	(500,000)	Ordinary
18-May-12	UBS Securities Australia Ltd	Sell	66,135	(404,000)	Ordinary
18-May-12	UBS Securities Australia Ltd	Buy	15,000	100,000	Ordinary
18-May-12	UBS Securities Australia Ltd	Sell	322,223	(2,016,413)	Ordinary
18-May-12	UBS Securities Australia Ltd	Buy	400,750	2,500,000	Ordinary
18-May-12	UBS Securities Australia Ltd	Sell	159,800	(1,000,000)	Ordinary
21-May-12	UBS AG, London Branch	Stock returned	N/A	(10,000,000)	Ordinary
21-May-12	UBS AG, London Branch	Stock returned	N/A	(1,791,100)	Ordinary
21-May-12	UBS Securities Australia Ltd	Buy	515,100	3,000,000	Ordinary
21-May-12	UBS Securities Australia Ltd	Sell	514,950	(3,000,000)	Ordinary
21-May-12	UBS Securities Australia Ltd	Buy	231,932	1,449,573	Ordinary
21-May-12	UBS Securities Australia Ltd	Buy	10,148	63,426	Ordinary
21-May-12	UBS Securities Australia Ltd	Buy	2,245	14,032	Ordinary
21-May-12	UBS Securities Australia Ltd	Buy	5,646	35,286	Ordinary
21-May-12	UBS Securities Australia Ltd	Sell	544,369	(3,172,312)	Ordinary
21-May-12	UBS Securities Australia Ltd	Buy	425,750	2,500,000	Ordinary
21-May-12	UBS Securities Australia Ltd	Sell	259,800	(1,500,000)	Ordinary
22-May-12	UBS Securities Australia Ltd	Sell	344,129	(2,010,098)	Ordinary
23-May-12	UBS Securities Australia Ltd	Sell	259,650	(1,500,000)	Ordinary
23-May-12	UBS Securities Australia Ltd	Buy	259,800	1,500,000	Ordinary
23-May-12	UBS Securities Australia Ltd	Buy	2,400	15,000	Ordinary
23-May-12	UBS Securities Australia Ltd	Sell	322,200	(2,000,000)	Ordinary
23-May-12	UBS Securities Australia Ltd	Sell	46,695	(292,943)	Ordinary