

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Schema Flinders Mines Limited
ACN/ARSN 091 118 044

1. Details of substantial holder (1)

Name Chunlin Ouyang and each of his controlled entities listed in Appendix A

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on

02 / 02 / 17

The previous notice was given to the company on

17 / 06 / 16

The previous notice was dated

17 / 06 / 16

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 of scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully Paid Ordinary Shares	586,600,000	19.97%	670,604,995	21.00%

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 as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
02/02/2017	Chunlin Ouyang and each of his controlled entities listed in Appendix A	Shares were acquired under the Entitlement Offer and in tranches on-market	Shares were acquired under the Entitlement Offer at \$0.017 per share and in tranches on-market at an average price of \$0.028 per share with the highest trade at \$0.08 per share	84,004,995 Fully Paid Ordinary Shares	84,004,995

4. Present relevant interest

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 (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Chunlin Ouyang	OCJ Investment (Australia) Pty Ltd	OCJ Investment (Australia) Pty Ltd	Chunlin Ouyang has a relevant interest in the shares of Flinders Mines Ltd held by OCJ Investment Pty Ltd by virtue of section 608(3)(b) of the Corporations Act	670,604,995 Fully Paid Ordinary Shares	670,604,995
OCJ Investment (Australia) Pty Ltd	OCJ Investment (Australia) Pty Ltd	OCJ Investment (Australia) Pty Ltd	OCJ Investment Pty Ltd has a relevant interest in the shares of Flinders Mines Ltd it holds by virtue of section 608(1) of the Corporations Act	670,604,995 Fully Paid Ordinary Shares	670,604,995
Chunlin Ouyang and each of his controlled entities listed in Appendix A	OCJ Investment (Australia) Pty Ltd	OCJ Investment (Australia) Pty Ltd	Each of Chunlin Ouyang's controlled entities (other than OCJ Investment Pty Ltd) are associates of OCJ Investment Pty Ltd and have the same voting power in Flinders Mines Ltd as OCJ Investment Pty Ltd by virtue of sections 12(2)(a) and section 610 of the Corporations Act	670,604,995 Fully Paid Ordinary Shares	670,604,995

6. 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/ARSN (if applicable)	Nature of association
See Appendix A	Each of the entities listed in Annexure A is an "associate" of Chunlin Ouyang in accordance with section 12(2)(a) of the Corporations Act

7. Addresses

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

Name	Address
See Appendix A	

Signature

print name	Amy Jiang	capacity	Company Secretary
sign here		date	03 / 02 / 17

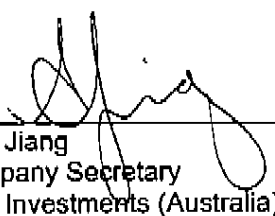
DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant issues (eg. A corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in Section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
 See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This is Annexure A of 1 page referred to in Form 604 "Notice of change of interests of substantial holder"

Signed:



Amy Jiang
Company Secretary
OCJ Investments (Australia) Pty Ltd

Date: 03/02/17

Entities controlled by Chunlin Ouyang

Controlled entity	Address
OCJ Investments (Australia) Pty Ltd ACN 123 064 862	85 Mary Avenue, Wheelers Hill, Victoria
Fujian Jiangle Anxin Coal Industry Co. Ltd, a Chinese company	Moli Jishan Village, Guyong Town, Jiangle County, Sanming, Fujian
Fujian Jiangle Jiaxin Mining Co. Ltd., a Chinese company	Changkou Village, Gaotang Town, Jiangle County, Fujian
Fujian Jiangle Sanxin Flourite Mining Co. Ltd, a Chinese company	Changkou Village, Gaotang Town, Jiangle County, Fujian