

Form 604
Corporations Act 2001
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 (1)

Name The Todd Corporation Limited and its subsidiaries as listed in Annexure A (Subsidiaries), (together, **Todd Group**) and Head Trust Company Limited

ACN/ARSN (if applicable) New Zealand company number 3491

As none of these entities are entitled to be registered as holder of the shares, their ability to vote and dispose of these shares is qualified accordingly.

There was a change in the interests of the

substantial holder on 09/06/2017

The previous notice was given to the company on 01/09/2016

The previous notice was dated 01/09/2016

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 (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	1,551,482,738	52.64% based on 2,947,152,568 ordinary shares on issue in Flinders Mines Limited	1,861,779,287	55.30% based on 3,366,951,446 ordinary shares on issue in Flinders Mines Limited

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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
09/06/2017	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	Increase in relevant interest as a result of TIO (NZ) Limited's participation in non-renounceable 1 for 11 Entitlement Offer	\$0.055 per share	155,148,274 ordinary shares	155,148,274
11/11/2016	The Todd Group (including TIO (NZ) Limited) and Head Trust Company Limited	Increase in relevant interest as a result of TIO (NZ) Limited's participation in non-renounceable 1 for 10 Entitlement Offer	\$0.017 per share	155,148,275 ordinary shares	155,148,275

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 (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
TIO (NZ) Limited	TIO (NZ) Limited	TIO (NZ) Limited	Relevant interest under s608(1) of the Corporations Act 2001 (Cth) as a result of being the registered holder of the shares.	1,861,779,287 ordinary shares	1,861,779,287
The Todd Group (other than TIO (NZ) Limited) and Head Trust Company Limited	TIO (NZ) Limited	TIO (NZ) Limited	Relevant interest in the shares referred to in the previous row arising under s608(3)(a) and/or s608(3)(b) of the Corporations Act 2001 (Cth). As none of these entities are entitled to be registered as holder of the shares, their ability to vote and dispose of these shares is qualified accordingly.	1,861,779,287 ordinary shares	1,861,779,287

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:

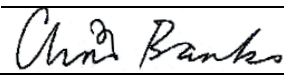
Name and ACN/ARSN (if applicable)	Nature of association
Eagle Pharmaceuticals Pty Limited ACN 003 168 134	Ceased to be an associate on 3 April 2017 due to its deregistration.
Greenridge (Toowoomba) Pty Ltd ACN 082 690 435	Ceased to be an associate on 3 April 2017 due to its deregistration.
Greenridge Botanicals (Australia) Pty Ltd ACN 095 530 797	Ceased to be an associate on 3 April 2017 due to its deregistration.
Health Distributors Australia Pty Limited ACN 007 321 851	Ceased to be an associate on 3 April 2017 due to its deregistration.
Integria Healthcare Holdings (US) Inc	Became an associate on 31 January 2017 due to its incorporation within the Todd Group.
Integria Trading (Shanghai) Company Limited	Became an associate on 31 January 2017 due to its incorporation within the Todd Group.
Life-Span Australia Pty Limited ACN 007 357 815	Ceased to be an associate on 3 April 2017 due to its deregistration.
Nutrimericine Pty Limited ACN 127 081 234	Ceased to be an associate on 3 April 2017 due to its deregistration.
Nature's Remedy Australia Pty Limited ACN 087 927 151	Ceased to be an associate on 3 April 2017 due to its deregistration.
OK Pharmaceuticals Limited ACN 087 924 534	Ceased to be an associate on 3 April 2017 due to its deregistration.
Phyto Pharmaceutical Products Pty Limited ACN 094 606 523	Ceased to be an associate on 3 April 2017 due to its deregistration.
Phytomedicine Pty Limited ACN 127 081 305	Ceased to be an associate on 3 April 2017 due to its deregistration.
QLD Life-Span Therapeutic Supplies Pty Limited ACN 010 957 481	Ceased to be an associate on 3 April 2017 due to its deregistration.
Thompson Nutrition Australia Pty Limited ACN 077 142 815	Ceased to be an associate on 3 April 2017 due to its deregistration.
Todd Oil & Gas Holdings Limited	Ceased to be an associate on 3 April 2017 due to its deregistration.
Thursday Plantation Laboratories Pty Ltd ACN 103 002 099	Ceased to be an associate on 3 April 2017 due to its deregistration.
TCL Financial Services Limited	Became an associate on 16 December 2016 due to its incorporation within the Todd Group.
TPM Financial Services Limited	Became an associate on 16 December 2016 due to its incorporation within the Todd Group.
TUV Limited	Ceased to be an associate on 30 September 2016 due to its deregistration.

6. Addresses

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

Name	Address
The Todd Group and Head Trust Company Limited	Level 15 The Todd Building, 95 Customhouse Quay, Wellington, 6011, New Zealand

Signature

print name	Christopher Robert Banks	capacity	Company Secretary
sign here		date	13/06/2017

This is Annexure A of 3 pages referred to in Form 604 (Notice of change of interests of substantial holder)

Signature: 

Name: Chris Banks, Company Secretary

Date: 13 June 2017

Subsidiaries of The Todd Corporation Limited

Ara New Zealand Limited	Todd Carbon Limited
Ara Vineyards Limited	Todd Central Limited
Ara Wines Limited	Todd Energy Canada Limited
Ara Wines USA Limited	Todd Energy Limited
Ara Wines USA LLC	Todd Energy International Pty Limited
Balla One (Investments) Pty Limited	Todd Energy International Limited
Balla Two (Mining) Pty Limited	Todd Exploration Limited
CM Platform Limited	Todd Family Office Limited
Courtenay Nominees Limited	Todd Industries Limited
Crest Energy Limited	Todd International Investments Limited
Crest Energy Kaipara Limited	Todd Land Holdings Limited
GXL Royalties Limited	Todd LC Holdings Limited
Heriot Nominees Limited	Todd LHS Limited
Hydroco Limited	Todd Maari Limited
Integria Healthcare (Australia) Pty Limited	Todd Management Services Limited
Integria Healthcare (Ballina) Pty Limited	Todd Minerals Limited
Integria Healthcare (New Zealand) Limited	Todd Minerals & Coal Pty Limited
Integria Healthcare Holdings (US) Inc	Todd Offshore Limited
Integria Healthcare (US) Inc	Todd Petroleum Australia Limited
Integria Healthcare (Warwick) Pty Limited	Todd Petroleum Mining Company Limited

Integria Healthcare Limited	Todd Pohokura Limited
Kapiti Coast Airport Holdings Limited	Todd Property Albany Development Limited
Life - Span Health Supplies Limited	Todd Property Flat Bush Limited
LLD Limited	Todd Property Group Limited
Long Bay Communities Limited	Todd Property Napier Hill Limited
Long Bay Farming Limited	Todd Property Pegasus Town Limited
Malborough Wine Group Limited	Todd Property Pegasus Development Limited
Marokopa Drilling Limited	Todd Property Pegasus Town Services Limited
Mediherb Pty Limited	Todd Property Stonefields Apartments Limited
Mediherb SA	Todd Property Albany Development Limited
Ngunguru Coastal Holdings Limited	Todd Property USA Limited
Ngunguru Coastal Investments Limited	Todd Property LLC
Nova Energy Limited	Paragon Pacific LLC
Okura Holdings Limited	Todd Property Kansas City LLC
Red 8 Limited	Bay Area Revitalization Associates LLC
SLM General Partnership	Todd Services Limited
SLM Limited Partnership	Todd Shipping Limited
Stonefields Communities Limited	Todd Sisson (NZ) Limited
Stonefields Development Limited	Todd Sisson General Partnership
Altera Apartments Limited Partnership	Todd Sisson Limited Partnership
Ilico Apartments Limited Partnership	Todd Tasman Oil Limited
Tall Oaks Holdings Limited	Todd Technologies Limited
Thursday Plantation Inc (US)	Todd TH Limited
Thursday Plantation International (UK)	Todd Winegrowers Limited
Thursday Plantation Properties Pty Limited	TIO (NZ) Limited

NEL Farms Limited	TSL Methanol Limited
TC Farms Group Limited	TSL Methanol LLC
TEC (New Zealand) Limited	TTI (NZ) Limited
Todd Property Huapai Development Limited	TUV Holdings Limited
Thursday Plantation Properties Pty Limited	Viking Holdings Limited
Forge Resources Swan Pty Limited	Viking Mining Company Limited
Forge Resources Crown Pty Limited	Wineco Limited
Forge Balla Balla Investments Pty Limited	Winegrowers of Ara Limited
BBI Rail Holdings Pty Limited	Todd Mangahewa Farm Limited
BBI Rail Aus Pty Limited	Heriot Trustees Limited
BBI Port Operations Holdings Pty Limited	PIO Mines Pty Limited
BBI Group Pty Limited	BBI Port Aus Operations Pty Limited
Todd Property Whitby Development Limited	BBI Port Holdings Pty Limited
Todd Property Ormiston Town Centre Limited	BBI Port Aus Pty Limited
Titanium Park Development Limited	TCL Financial Services Limited
Todd Bros. Limited	TPM Financial Services Limited
Todd Capital Limited	Integria Trading (Shanghai) Company Limited