

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Flinders Mines Limited (**Company**)

ACN/ARSN 091 118 044

1. Details of substantial holder (1)

Name The Requisitioning Shareholders as detailed in Annexure A

ACN/ARSN (if applicable)

The holder became a substantial holder on 12/03/2019

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares (Shares)	210,302,405	210,302,405	6.03%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Requisitioning Shareholders	Relevant interest under section 608(1)(a) of the Corporations Act as the holders of the shares.	See Annexure A

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Requisitioning Shareholders	Requisitioning Shareholders	Requisitioning Shareholders	See Annexure A

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Requisitioning Shareholders	See Annexure B	See Annexure B		See Annexure B

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Requisitioning Shareholders	Association pursuant to sections 12(2)(b) or (c) of the Corporations Act by reason of notices issued under sections 203D and 249D of the Corporations Act requiring the company to call and arrange to hold a general meeting to consider resolutions to remove, as directors of the Company, Mr Neil Warburton, Mr Michael Wolley, Mr Evan Davies and any other persons appointed as directors of the Company prior to the requisitioned meeting, and to elect Mr Brendon Dunstan as a director of the Company (See Annexure C).

7. Addresses

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

Name	Address
Requisitioning Shareholders	See Annexure C

Signature

print name Brendon Dunstan

capacity in his own right and for and on behalf of the
Requisitioning Shareholders

sign here



date 13 March 2019

Annexure 'A'

This is Annexure A of 3 pages referred to in the Form 603 Notice of initial substantial holder signed by me and dated 13 March 2019.

Date: 13/03/2019



Brendon Dunstan

No	Holder of Relevant Interest	Shares
1.	MR KENNETH MARTIN KEANE & MS SALLY MORTON ROBERTS <KEANE SUPER FUND A/C>	15,759,330
2.	MR KENNETH MARTIN KEANE	63,735,782
3.	MR IAN DRUMMOND & MRS JANICE DRUMMOND <INSTIL ENTERPRISES S/F A/C>	17,150,000
4.	MR NICHOLAS PAUL DRUMMOND <NPD FAMILY A/C>	4,250,000
5.	MISS ZOE LOUISE DRUMMOND	90,515
6.	MR GRANT RUSSELL MCGARRY	10,400,002
7.	AEGIS INVESTMENTS PTY LIMITED <MCGARRY FAMILY S/F A/C>	2,025,715
8.	MR BRENDON TONY DUNSTAN	9,360,000
9.	BRENDON TONY DUNSTAN PTY LTD	3,115,631
10.	MR ASHLEY MARTIN NEWLAND	9,700,000
11.	MS NICOLE MAXIME BRUCE	6,336,229
12.	MICKAN HOLDINGS PTY LTD <MICKAN FAMILY S/F A/C>	5,000,000
13.	MR GLEN PETER MICKAN & MRS DIANNE LORRAINE MICKAN	1,100,000
14.	MR PETER VIDVUD LAVKIS	1,000,000
15.	PVLX PTY LTD <PETER LAVSKIS S/F A/C>	3,571,428
16.	DR RODGER WILLIAM SCOTT THOMAS	4,540,567
17.	SOUTHERN SHELLFISH PTY LTD <SUPERANNUATION FUND A/C>	4,150,703
18.	SOUTHERN SHELLFISH PTY LTD	261,488
19.	MS LI HONG CHEN	1,959,514
20.	MR CHI LUONG LAC	1,800,000

21.	MR GARY ALAN CHALMERS & MRS LEANNE CHALMERS		2,331,429
22.	MR GARY ALAN CHALMERS & MRS LEANNE GAY CHALMERS <CHALMERS SUPER FUND A/C>		1,161,143
23.	MRS REGINA BARTSCH <BARTSCH SUPER FUND A/C>		2,600,000
24.	MR NORBERT BARTSCH & MRS REGINA BARTSCH		531,240
25.	NORTHCOIT MUNCEY SUPER PTY LTD <THE NORTHCOIT MUNCEY SF A/C>		1,509,786
26.	LUCRUM FUTURES PTY LTD <LUCRUM A/C>		1,514,806
27.	MR ROBERT DEANE ANESBURY		1,210,142
28.	MRS YANPING ZHANG		802,287
29.	MRS YANPING ZHANG		464,287
30.	MR ROBERT DEANE ANESBURY		228,800
31.	MR ANDREW TREVOR HIGGS		2,975,587
32.	MR ALEKSANDER BEDNAREK		641,830
33.	EAGLES PROJECTS SUPERFUND PTY LTD		2,037,460
34.	MR PETER FREDERICK BONISOLI		2,763,648
35.	MRS KAREN JANE PRESCOTT & MR STEPHEN JAMES PRESCOTT		1,947,698
36.	MR STEPHEN JAMES PRESCOTT & MRS KAREN JANE PRESCOTT <PRESCOTT SUPER FUND A/C>		507,000
37.	MR ANTHONY MICHAEL WILSON		2,099,657
38.	PETER & MARGO SUPER PTY LTD <PETER & MARGO SUPER FUND A/C>		2,700,000
39.	MR STUART DOUGLAS AGNEW		2,300,000
40.	MRS KAREN HILLARY MERRIDEW		1,133,231
41.	MR DAVID NELSON MERRIDEW		1,048,480
42.	MR GAVIN TROY LACK		2,028,884
43.	MR DAVID JENKINS		2,200,000
44.	MR ANTHONY JAMES BLOTT & MRS MARGARET MONICA BLOTT		1,062,943
45.	MR ANTHONY JAMES BLOTT		914,098
46.	MR GARY DENNIS ROLPH		1,263,834
47.	MR IAN WILLIAM HESTER		1,559,180
48.	MR PETER RODNEY ELMS		718,622
49.	MR PETER RODNEY ELMS & MRS PAMELA FAY ELMS		676,214
50.	MR IAN EDWARD MORTON		154,425

51.	MR IAN MORTON & MRS DEBORAH MORTON <DEBIAN SUPER FUND A/C>	1,544,790
52.	MR PETER LESLIE ARTHUR SADLER	364,000
	Total	210,302,405

This is Annexure B of 3 pages referred to in the Form 603 Notice of initial substantial holder signed by me and dated 13 March 2019.

Date: 13/03/2019

22

Brendon Dunstan

1.	SOUTHERN SHELLFISH PTY LTD <SUPERANNUATION FUND A/C>	1/11/2018	\$2,347.42	28,949
2.	SOUTHERN SHELLFISH PTY LTD <SUPERANNUATION FUND A/C>	5/11/2018	\$471.98	6,051
3.	SOUTHERN SHELLFISH PTY LTD <SUPERANNUATION FUND A/C>	5/11/2018	\$1,600.00	20,000
4.	SOUTHERN SHELLFISH PTY LTD <SUPERANNUATION FUND A/C>	7/11/2018	\$1,215.00	15,000
5.	MR CHI LUONG LAC	12/11/2018	\$3,918.10	-50,000
6.	MR CHI LUONG LAC	12/11/2018	\$3,918.10	-50,000
7.	PETER & MARGO SUPER PTY LTD <PETER & MARGO SUPER FUND A/C>	12/11/2018	\$894.80	11,185
8.	PETER & MARGO SUPER PTY LTD <PETER & MARGO SUPER FUND A/C>	13/11/2018	\$7,194.01	88,815
9.	MR GAVIN TROY LACK	14/11/2018	\$7,110.00	-90,000
10.	SOUTHERN SHELLFISH PTY LTD <SUPERANNUATION FUND A/C>	22/11/2018	\$3,950.00	50,000
11.	SOUTHERN SHELLFISH PTY LTD <SUPERANNUATION FUND A/C>	23/11/2018	\$1,185.00	15,000
12.	MR DAVID JENKINS	23/11/2018	\$1,896.00	24,000
13.	SOUTHERN SHELLFISH PTY LTD <SUPERANNUATION FUND A/C>	28/11/2018	\$1,155.00	15,000
14.	MR GARY DENNIS ROLPH	29/11/2018	\$1,548.52	20,000
15.	MICKAN HOLDINGS PTY LTD <MICKAN FAMILY S/F A/C>	30/11/2018	\$5,516.52	78,451
16.	MICKAN HOLDINGS PTY LTD <MICKAN FAMILY S/F A/C>	4/12/2018	\$108.43	1,549
17.	MR GLEN PETER MICKAN & MRS DIANNE LORRAINE MICKAN	4/12/2018	\$4,219.95	60,000
18.	SOUTHERN SHELLFISH PTY LTD <SUPERANNUATION FUND A/C>	4/12/2018	\$3,650.00	50,000
19.	SOUTHERN SHELLFISH PTY LTD <SUPERANNUATION FUND A/C>	5/12/2018	\$1,823.99	25,479
20.	SOUTHERN SHELLFISH PTY LTD <SUPERANNUATION FUND A/C>	6/12/2018	\$316.47	4,521

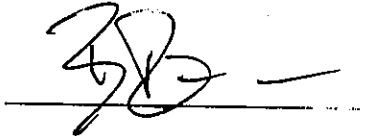
21.	MR IAN MORTON & MRS DEBORAH MORTON <DEBIAN SUPER FUND A/C>	6/12/2018	\$27,113.95	366,000
22.	SOUTHERN SHELLFISH PTY LTD <SUPERANNUATION FUND A/C>	12/12/2018	\$1,050.00	15,000
23.	MR PETER FREDERICK BONISOLI	13/12/2018	\$4,519.95	100,000
24.	MR GARY DENNIS ROLPH	13/12/2018	\$4,940.00	95,000
25.	MR ANDREW TREVOR HIGGS	19/12/2018	\$1,508.98	32,804
26.	MR ANDREW TREVOR HIGGS	19/12/2018	\$1,490.00	37,250
27.	MR ANDREW TREVOR HIGGS	19/12/2018	\$5,640.00	120,000
28.	EAGLES PROJECTS SUPERFUND PTY LTD	3/01/2019	\$220.00	5,000
29.	MR ASHLEY MARTIN NEWLAND	7/01/2019	\$2,600.00	100,000
30.	MR ASHLEY MARTIN NEWLAND	7/01/2019	\$5,400.00	200,000
31.	MR DAVID JENKINS	7/01/2019	\$3,400.00	100,000
32.	MS NICOLE MAXIME BRUCE	9/01/2019	\$2,600.00	100,000
33.	PETER & MARGO SUPER PTY LTD <PETER & MARGO SUPER FUND A/C>	10/01/2019	\$5,399.99	200,000
34.	MR GARY DENNIS ROLPH	10/01/2019	\$3,799.32	140,000
35.	MR GARY DENNIS ROLPH	10/01/2019	\$1,852.03	-70,000
36.	MR NORBERT BARTSCH & MRS REGINA BARTSCH	14/01/2019	\$170.00	5,000
37.	MR GARY DENNIS ROLPH	15/01/2019	\$696.85	22,479
38.	MR GARY DENNIS ROLPH	15/01/2019	\$2,400.00	75,000
39.	MR GARY DENNIS ROLPH	16/01/2019	\$1,628.15	52,521
40.	MS NICOLE MAXIME BRUCE	18/01/2019	\$3,400.00	-100,000
41.	SOUTHERN SHELLFISH PTY LTD <SUPERANNUATION FUND A/C>	1/02/2019	\$1,700.00	50,000
42.	SOUTHERN SHELLFISH PTY LTD <SUPERANNUATION FUND A/C>	4/02/2019	\$1,750.00	50,000
43.	SOUTHERN SHELLFISH PTY LTD <SUPERANNUATION FUND A/C>	11/02/2019	\$3,357.96	100,000
44.	SOUTHERN SHELLFISH PTY LTD <SUPERANNUATION FUND A/C>	11/02/2019	\$1,092.00	28,000
45.	PETER & MARGO SUPER PTY LTD <PETER & MARGO SUPER FUND A/C>	11/02/2019	\$4,928.54	154,017
46.	MS NICOLE MAXIME BRUCE	14/02/2019	\$4,000.00	100,000
47.	MR ASHLEY MARTIN NEWLAND	18/02/2019	\$7,782.12	200,000
48.	SOUTHERN SHELLFISH PTY LTD <SUPERANNUATION FUND A/C>	18/02/2019	\$4,703.36	100,000
49.	MR ANDREW TREVOR HIGGS	18/02/2019	\$1,671.27	42,853
50.	MS NICOLE MAXIME BRUCE	19/02/2019	\$3,130.76	-68,060
51.	MS NICOLE MAXIME BRUCE	20/02/2019	\$220.90	-4,700

SOUTHERN SHELLFISH PTY LTD <SUPERANNUATION FUND A/C>					
52.			20/02/2019	\$2,350.00	50,000
53.	MS NICOLE MAXIME BRUCE		21/02/2019	\$1,253.04	-27,240
54.	MR GAVIN TROY LACK		25/02/2019	\$4,200.00	-100,000
55.	MR DAVID JENKINS		4/03/2019	\$3,400.00	100,000

Annexure 'C'

This is Annexure C of 105 pages referred to in the Form 603 Notice of initial substantial holder signed by me and dated 13 March 2019, and is a true copy of the relevant documents.

Date: 13/03/2019

A handwritten signature in black ink, appearing to be 'BD', is written over a horizontal line.

Brendon Dunstan

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

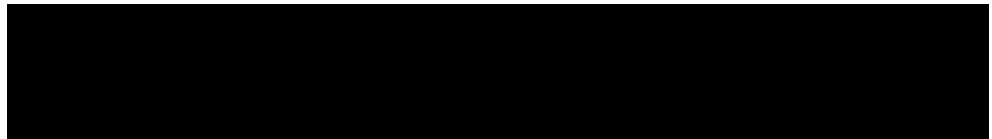
TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR KENNETH MARTIN KEANE + MS SALLY
MORTON ROBERTS < KEANE SUPER FUND A/C >

Address of
shareholder:



Number of shares
entitled to vote:

15,759,330

Individual or Shareholder 1

Kenneth Keane

Sole Director and Sole Company
Secretary

Shareholder 2

Sally Roberts

Director

Shareholder 3

Director/Company Secretary

Date signed:

05 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

KK SR.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

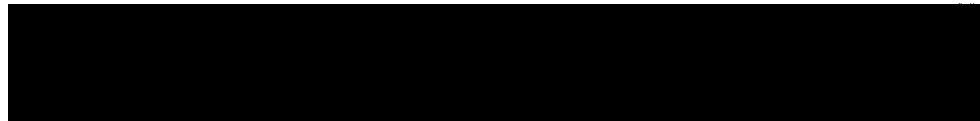
TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR KENNETH MARTIN KEANE

Address of
shareholder:



Number of shares
entitled to vote:

63,735,782

Individual or Shareholder 1

Sole Director and Sole Company
Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

05 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

KAC

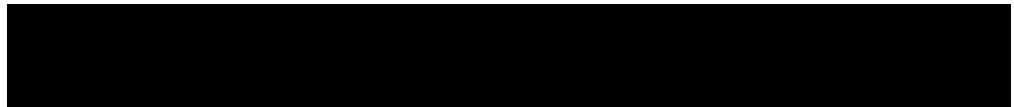
**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder: MR IAN DRUMMOND & MRS JANICE DRUMMOND
INSTIL ENTERPRISES S/F A/C

Address of shareholder:



Number of shares entitled to vote:

17,150,000

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed: 04 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director**

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. **Resolution 2 - Removal of Mr Michael Wolley as a Director**

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. **Resolution 3 - Removal of Mr Evan Davies as a Director**

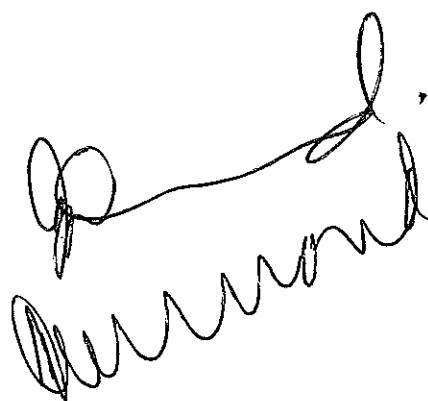
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. **Resolution 4 - Removal of New Directors**

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director**

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

A handwritten signature in black ink, appearing to read 'Brendon Dunstan', written in a cursive style.

04/03/2019

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR NICHOLAS PAUL DRUMMOND
NPD FAMILY A/C

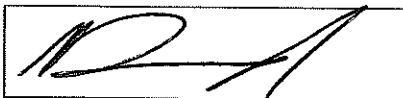
Address of
shareholder:

[Redacted Address]

Number of shares
entitled to vote:

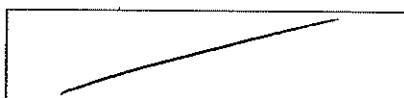
4,250,000

Individual or Shareholder 1




Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

04 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

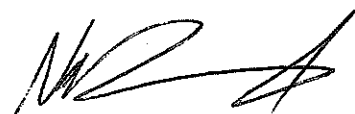
4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

04/03/2019



**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

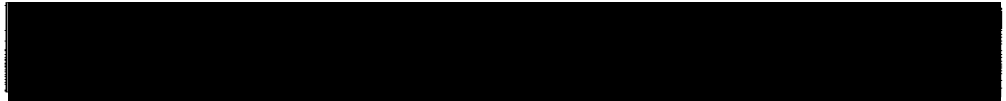
TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MISS ZOE LOUISE DRUMMOND

Address of
shareholder:



Number of shares
entitled to vote:

90,515

Individual or Shareholder 1

Sole Director and Sole Company
Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

03 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director


"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."


03/03/2019

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR GRANT RUSSELL MCGARRY

Address of
shareholder:



Number of shares
entitled to vote:

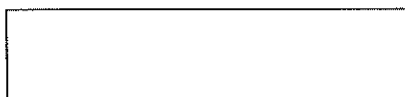
10,400,002

Individual or Shareholder 1

G McGarry

Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

4th / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

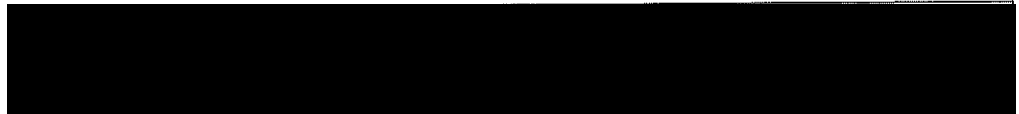
TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

AEGIS INVESTMENTS PTY LIMITED
< MCGARRY FAMILY S/F A/C >

Address of
shareholder:



Number of shares
entitled to vote:

2,025,715

Individual or Shareholder 1

Sole Director and Sole Company
Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

4th / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the Corporations Act 2001 (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR BRENDON TONY PUNSTAN

Address of shareholder:

[REDACTED]

Number of shares entitled to vote:

9,360,000

Individual or Shareholder 1

[Signature]

Sole Director and Sole Company Secretary

Shareholder 2

[REDACTED]

Director

Shareholder 3

[REDACTED]

Director/Company Secretary

Date signed:

4 / 03 / 2019

Signing Instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director**
"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."
2. **Resolution 2 - Removal of Mr Michael Wolley as a Director**
"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."
3. **Resolution 3 - Removal of Mr Evan Davies as a Director**
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."
4. **Resolution 4 - Removal of New Directors**
"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."
5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director**
"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/~~We~~ declare that I/~~we~~ are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

BRENDON TONY DUNSTAN PTY LTD

Address of
shareholder:



Number of shares
entitled to vote:

3,115,631

Individual or Shareholder 1

Sole Director and Sole Company
Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

9 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (**Company**)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR ASHLEY MARTIN NEWLAND

Address of
shareholder:



Number of shares
entitled to vote:

9,700,000

Individual or Shareholder 1

Sole Director and Sole Company
Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

04 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions



1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

NICOLE MAXIME BRUCE

Address of shareholder:

Number of shares entitled to vote:

6 336 229

Individual or Shareholder 1

Nicole

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

03 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

A handwritten signature in black ink, consisting of a stylized 'S' or 'B' shape, located at the bottom right of the page.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MICKAN HOLDINGS PTY. LIMITED
<MICKAN FAMILY SUPER FUND ATC>

Address of shareholder:

[Redacted Address]

Number of shares entitled to vote:

5,000,000

Individual or Shareholder 1

[Redacted Signature]

Sole Director and Sole Company Secretary

Shareholder 2

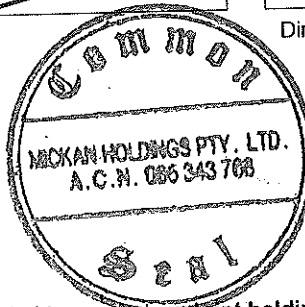
[Signature]
Director

Shareholder 3

[Signature: D. Michan]

Director/Company Secretary

Date signed: THIRD MARCH 2019



Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

[Handwritten signature]

Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director**

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. **Resolution 2 - Removal of Mr Michael Wolley as a Director**

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. **Resolution 3 - Removal of Mr Evan Davies as a Director**

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. **Resolution 4 - Removal of New Directors**

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director**

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

A handwritten signature in black ink, appearing to be 'J. M.' or similar, located in the bottom right corner of the page.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR GLEN PETER MICKAN &
MRS DIANNE LORRAINE MICKAN

Address of
shareholder:

[REDACTED ADDRESS]

Number of shares
entitled to vote:

1,100,000

Individual or Shareholder 1

[Signature]

Sole Director and Sole Company
Secretary

Shareholder 2

G Mickan

Director

Shareholder 3

[Empty box]

Director/Company Secretary

Date signed: THIRD MARCH 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

[Signatures]

Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director**

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. **Resolution 2 - Removal of Mr Michael Wolley as a Director**

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. **Resolution 3 - Removal of Mr Evan Davies as a Director**

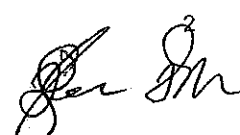
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. **Resolution 4 - Removal of New Directors**

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director**

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

A handwritten signature in dark ink, appearing to be 'J. M.' with a flourish, located in the bottom right corner of the page.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder: MR PETER VIDVUD LAUSKIS

Address of shareholder: [REDACTED]

Number of shares entitled to vote: 1,000,000

Individual or Shareholder 1

MR PETER VIDVUD LAUSKIS

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

5, MAR, 2019

Peter Lauskis

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder: PVLX PTY LTD
PETER LAVSKIS S/F A/C

Address of shareholder:

Number of shares entitled to vote: 3,571,428

Individual or Shareholder 1	Shareholder 2	Shareholder 3
MR PETER VIDVUD LAVSKIS		
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Date signed: ~~5 MARCH~~ 1 MAR 2019

Peter Lavskis

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director**

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. **Resolution 2 - Removal of Mr Michael Wolley as a Director**

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. **Resolution 3 - Removal of Mr Evan Davies as a Director**

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. **Resolution 4 - Removal of New Directors**

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director**

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

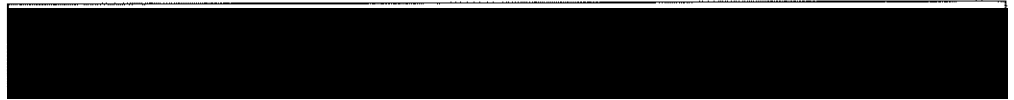
TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

DR Roger William Scott Thomas

Address of
shareholder:



Number of shares
entitled to vote:

4540567

Individual or Shareholder 1

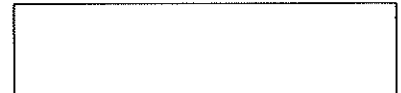
Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

4th

March 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

RWS

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (Cth)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

SOUTHERN SHELLFISH PTY LTD SUPERANNUATION FUND

Address of
shareholder:

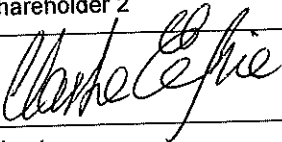
Number of shares
entitled to vote:

4,150 703

Individual or Shareholder 1


Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed: 2nd / March / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

Charles G. H. E.
Susan E. P. R.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

SOUTHERN SHELLFISH PTY LTD

Address of
shareholder:

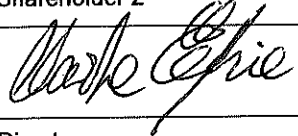
Number of shares
entitled to vote:

261,488

Individual or Shareholder 1

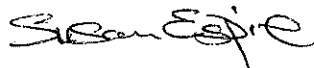
Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed: 2nd / March / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

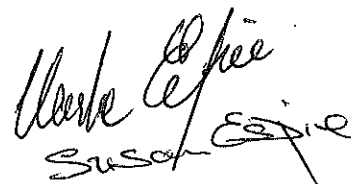
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MS LI HONG CHEN

Address of
shareholder:

Number of shares
entitled to vote:

1,959,514

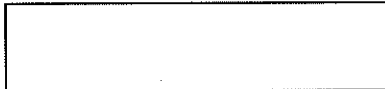
Individual or Shareholder 1

Shareholder 2

Shareholder 3



Sole Director and Sole Company
Secretary



Director



Director/Company Secretary

Date signed:

6 13 12019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

Mr. CHI LUONG LAC

Address of
shareholder:

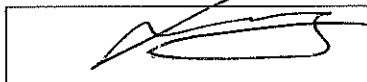
Number of shares
entitled to vote:

1,800,000

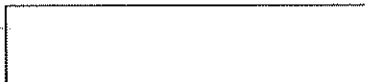
Individual or Shareholder 1

Shareholder 2

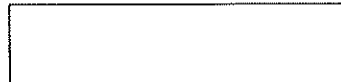
Shareholder 3



Sole Director and Sole Company
Secretary



Director



Director/Company Secretary

Date signed:

6 / 3 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

C.L.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR GARY ALAN CHALMERS + MRS LEANNE CHALMERS.

Address of
shareholder:



Number of shares
entitled to vote:

2,331,429

Individual or Shareholder 1

Sole Director and Sole Company
Secretary

Shareholder 2

L. Chalmers

Director

Shareholder 3

Director/Company Secretary

Date signed: 04 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder: MR GARY ALAN CHALMERS + MRS LEANNE GAY CHALMERS
< CHALMERS SUPER FUND A/K >

Address of shareholder:



Number of shares entitled to vote:

1,161,143

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed: 04 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

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"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

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"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

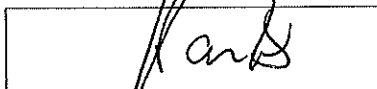
Name of shareholder: MRS REGINA BARTSCH
<BARTSCH SUPER FUND A/C>

Address of
shareholder:

Number of shares
entitled to vote:

2600000

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed: 3 / March / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

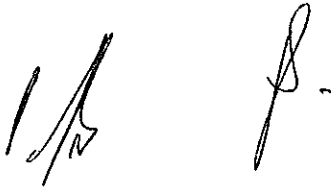
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

Two handwritten signatures in black ink, one on the left and one on the right, positioned below the text of Resolution 5.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

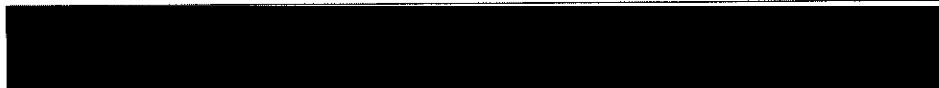
TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR NORBERT BARTSCH &
MRS REGINA BARTSCH

Address of
shareholder:



Number of shares
entitled to vote:

531240

Individual or Shareholder 1

Sole Director and Sole Company
Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

3 / March / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

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"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



**REQUEST FOR A GENERAL MEETING PURSUANT TO
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TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

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Name of shareholder:

NORTHCOTT MUNCEY SUPER PTY LTD

Address of
shareholder:


Number of shares
entitled to vote:

1,509,786

Individual or Shareholder 1

Shareholder 2

Shareholder 3



Sole Director and Sole Company
Secretary



Director



Director/Company Secretary

Date signed:

4 / 3 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

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**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

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Name of shareholder:

LUCRUM FUTURES PTY LTD

Address of
shareholder:



Number of shares
entitled to vote:

1,514,806

~~Individual~~ or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company
Secretary

Director

Director/Company Secretary

Date signed:

4 / 3 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

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**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

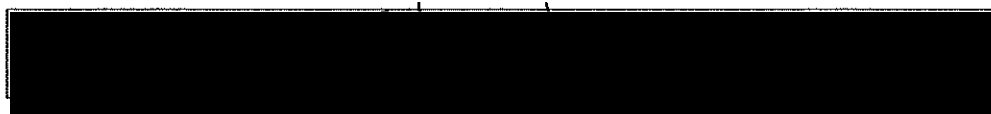
TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

Mr Robert Deane Anasbury

Address of
shareholder:



Number of shares
entitled to vote:

1,210,142

Individual or Shareholder 1

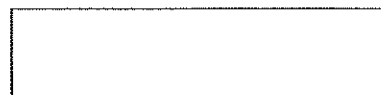
Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

02 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

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"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

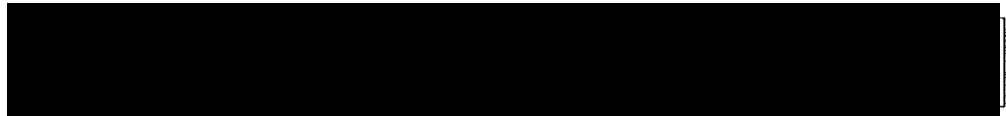
TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

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Name of shareholder:

Mrs Yauping Zhang

Address of
shareholder:



Number of shares
entitled to vote:

802, 287

Individual or Shareholder 1

Sole Director and Sole Company
Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

02 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

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3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

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"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

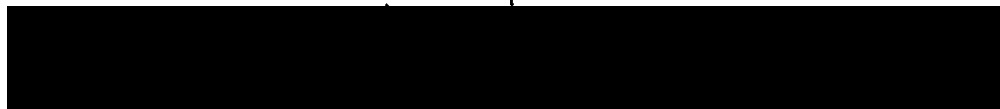
TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

Mrs Yanping Zhang

Address of
shareholder:



Number of shares
entitled to vote:

464,287

Individual or Shareholder 1

Sole Director and Sole Company
Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

02 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

Mr Robert Deane Anesbury

Address of
shareholder:

[Redacted Address]

Number of shares
entitled to vote:

228,800

Individual or Shareholder 1

RAnesbury

Sole Director and Sole Company
Secretary

Shareholder 2

[Redacted Signature]

Director

Shareholder 3

[Redacted Signature]

Director/Company Secretary

Date signed:

02 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

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5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

A handwritten signature in black ink, appearing to be a stylized 'R' or 'B' followed by a dot.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (**Company**)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

Mr. Andrew Trevor Higgs

Address of
shareholder:

Number of shares
entitled to vote:

2,975,587

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed: 6 / 3 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

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"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

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5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

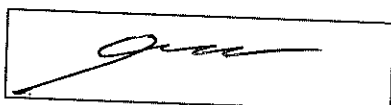
MR Aleksander Bednarek

Address of
shareholder:

Number of shares
entitled to vote:

641830

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed: 03 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director**
"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."
2. **Resolution 2 - Removal of Mr Michael Wolley as a Director**
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3. **Resolution 3 - Removal of Mr Evan Davies as a Director**
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"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."
5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director**
"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

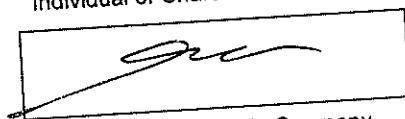
Eagles Projects Superfund Pty Ltd

Address of
shareholder:

Number of shares
entitled to vote:

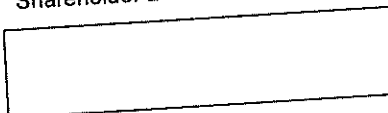
2037460

Individual or Shareholder 1



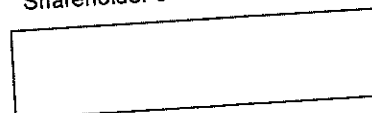
Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed: 03 / 03 / 2019

Signing Instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

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1. Resolution 1 - Removal of Mr Neil Warburton as a Director

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**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR. PETER. FREDERICK BONISOLI


Address of
shareholder:

[REDACTED ADDRESS]

Number of shares
entitled to vote:

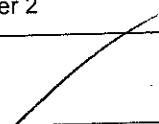
2,763,648

Individual or Shareholder 1



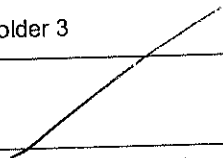
Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

03/03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

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2. Resolution 2 - Removal of Mr Michael Wolley as a Director

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"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

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5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

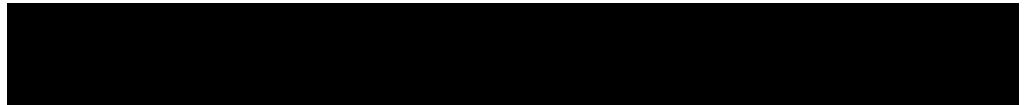
TO: Flinders Mines Limited (**Company**)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MRS KAREN JANE PRESCOTT
MR STEPHEN JAMES PRESCOTT

Address of
shareholder:



Number of shares
entitled to vote:

1,947,698

Individual or Shareholder 1

Sole Director and Sole Company
Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:


04 / 03 / 2019

Signing Instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions



1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

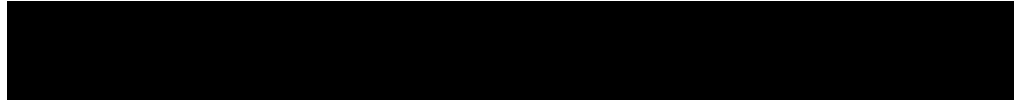
TO: Flinders Mines Limited (**Company**)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR STEPHEN JAMES PRESCOTT +
MRS KAREN JANE PRESCOTT
(PRESCOTT SUPER FUND A/C)

Address of
shareholder:



Number of shares
entitled to vote:

507 000

Individual or Shareholder 1

Sole Director and Sole Company
Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

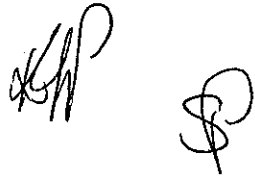
04 / 03 / 2019

Signing instructions

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Schedule 1

Proposed Resolutions

Two handwritten signatures in black ink. The first signature is on the left, appearing to be 'KHP' with a large loop. The second signature is on the right, appearing to be 'SP' with a large loop.

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

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5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

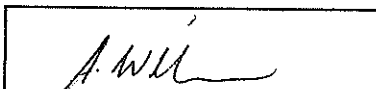
ANTHONY MICHAEL WILSON

Address of
shareholder:

Number of shares
entitled to vote:

2,099,657

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed:

05 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

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5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

Aw.

REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

PETER & MARGO SUPERANNUATION FUND

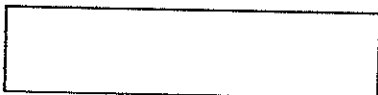
Address of
shareholder:



Number of shares
entitled to vote:

2,700,000

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2

Myzould

Director

Shareholder 3

Director/Company Secretary

Date signed:

5th / 3 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director**
"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."
2. **Resolution 2 - Removal of Mr Michael Wolley as a Director**
"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."
3. **Resolution 3 - Removal of Mr Evan Davies as a Director**
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."
4. **Resolution 4 - Removal of New Directors**
"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."
5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director**
"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

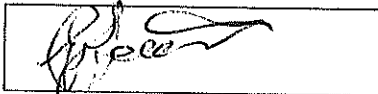
Mr Stuart Douglas Agnew

Address of
shareholder:

Number of shares
entitled to vote:

2 , 300 , 000

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed: 06 / 03 / 2019

Signing Instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

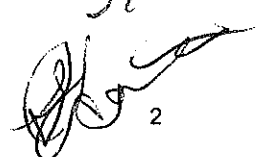
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

SA

2

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder: Mrs Karen Hillary Merridew

Address of shareholder:

Number of shares entitled to vote: 1,133,231

Individual or Shareholder 1

Karen Merridew

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed: K. Merridew

2/3/2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

R. Menides

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder: Mr David Nelson Merridew

Address of
shareholder:

Number of shares
entitled to vote:

1,048,480

Individual or Shareholder 1

Shareholder 2

Shareholder 3

David Merridew

Sole Director and Sole Company
Secretary

Director

Director/Company Secretary

Date signed:

D. Merridew

2/3 /2019

Signing Instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

D Mendew

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder: MR GAVIN TROY LACK

Address of
shareholder:

Number of shares
entitled to vote: 2028884

Individual or Shareholder 1



Sole Director and Sole Company
Secretary

Shareholder 2



Director

Shareholder 3



Director/Company Secretary

Date signed: 03 / March / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

G.L.

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

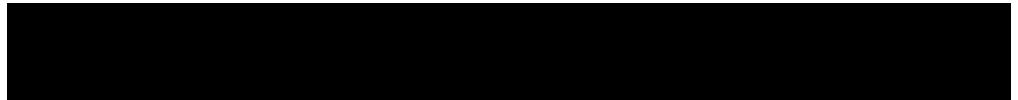
TO: Flinders Mines Limited (**Company**)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

Mr David Jenkins

Address of
shareholder:



Number of shares
entitled to vote:

2,200,000 (Two Million and Two Hundred Thousand Shares)

Individual or Shareholder 1

Sole Director and Sole Company
Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed: 03 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the Corporations Act 2001 (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR. ANTHONY JAMES BLOTT & MRS. MAR, AKI MONICA BLOTT

Address of shareholder:

[Redacted Address]

Number of shares entitled to vote:

1,062,943

Individual or Shareholder 1

a Blott

Sole Director and Sole Company Secretary

Shareholder 2

M Blott

Director

Shareholder 3

[Redacted Signature]

Director/Company Secretary

Date signed:

4 / 3 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director**
"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."
2. **Resolution 2 - Removal of Mr Michael Wolley as a Director**
"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."
3. **Resolution 3 - Removal of Mr Evan Davies as a Director**
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."
4. **Resolution 4 - Removal of New Directors**
"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."
5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director**
"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR. ANTHONY JAMES BLOTT

Address of
shareholder:



Number of shares
entitled to vote:

914,098

Individual or Shareholder 1

Sole Director and Sole Company
Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

4 / 3 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director**
"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."
2. **Resolution 2 - Removal of Mr Michael Wolley as a Director**
"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."
3. **Resolution 3 - Removal of Mr Evan Davies as a Director**
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."
4. **Resolution 4 - Removal of New Directors**
"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."
5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director**
"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

apb

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE *CORPORATIONS ACT 2001* (CTH)**

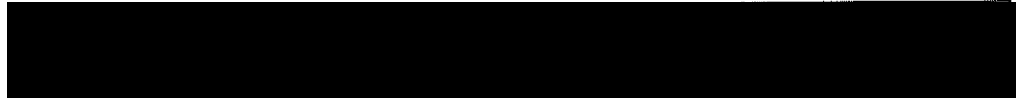
TO: Flinders Mines Limited (**Company**)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR GARY DENNIS ROLPH

Address of
shareholder:



Number of shares
entitled to vote:

1, 263, 834

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company
Secretary

Director

Director/Company Secretary

Date signed:

04 / 03 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

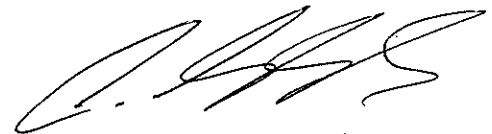
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



04/03/19

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (**Company**)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR IAN WILLIAM HESTER

Address of
shareholder:



Number of shares
entitled to vote:

1,559,180

Individual or Shareholder 1

Shareholder 2

Shareholder 3

MR IAN W. HESTER

Ian W. Hester

Sole Director and Sole Company
Secretary

Director

Director/Company Secretary

Date signed:

7 / 3 / 2019

Ian W. Hester

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. **Resolution 1 - Removal of Mr Neil Warburton as a Director** *Y.W.H.*

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. **Resolution 2 - Removal of Mr Michael Wolley as a Director** *Y.W.H.*

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. **Resolution 3 - Removal of Mr Evan Davies as a Director** *Y.W.H.*

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. **Resolution 4 - Removal of New Directors** *Y.W.H.*

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. **Resolution 5 - Appointment of Mr Brendon Dunstan as a Director** *Y.W.H.*

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

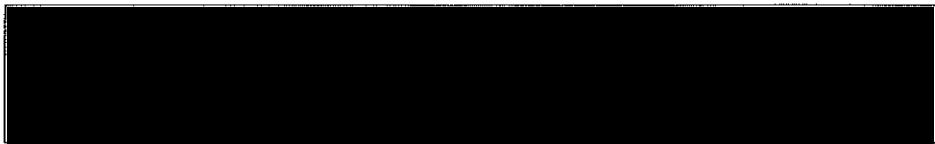
TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR PETER RODNEY ELMS

Address of
shareholder:



Number of shares
entitled to vote:

718,622

Individual or Shareholder 1

Sole Director and Sole Company
Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

2 / 3 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (**Company**)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR PETER RODNEY ELMS & MRS PAMELA FAY ELMS

Address of
shareholder:



Number of shares
entitled to vote:

676,214

Individual or Shareholder 1

Sole Director and Sole Company
Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

21 3 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

"That Mr Michael Wolley be removed as a Director of the Company with effect from the end of the meeting."

3. Resolution 3 - Removal of Mr Evan Davies as a Director

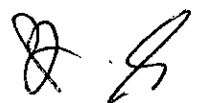
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR IAN EDWARD MORTON

Address of shareholder:



Number of shares entitled to vote:

154,425

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

4 1 3 12019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

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"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



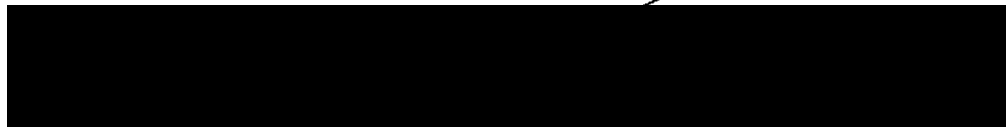
**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder: MR IAN MORTON & MRS DEBORAH MORTON
(DEBIAN SUPER FUND A/C)

Address of
shareholder:



Number of shares
entitled to vote:

1,544,790

Individual or Shareholder 1

Sole Director and Sole Company
Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

4 1 3 / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

1. Resolution 1 - Removal of Mr Neil Warburton as a Director

"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

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5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."



**REQUEST FOR A GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

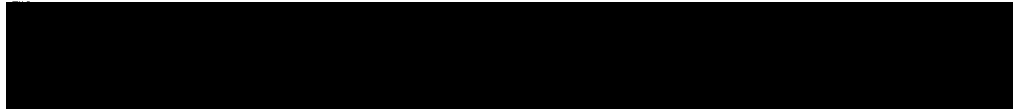
TO: Flinders Mines Limited (Company)
45 Ventnor Ave
West Perth WA 6005

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering, and if thought fit, passing the proposed resolutions in Schedule 1 attached.

Name of shareholder:

MR PETER LESLIE ARTHUR SADLER

Address of
shareholder:



Number of shares
entitled to vote:

364,000

Individual or Shareholder 1

Sole Director and Sole Company
Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date signed:

4th / March / 2019

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign. **Joint holding:** Where the holding is in more than one name, all of the shareholders must sign. **Companies:** A director must sign jointly with another director or with a company secretary, except a sole director (or a sole director and sole company secretary) who may sign alone. Please indicate the office held by signing in the appropriate space.

Schedule 1

Proposed Resolutions

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"That Mr Neil Warburton be removed as a Director of the Company with effect from the end of the meeting."

2. Resolution 2 - Removal of Mr Michael Wolley as a Director

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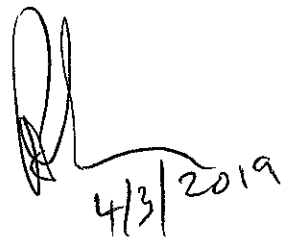
"That Mr Evan Davies be removed as a Director of the Company with effect from the end of the meeting."

4. Resolution 4 - Removal of New Directors

"That any person appointed as a Director of the Company on and from 9 March 2019 until the end of this general meeting (other than any person elected as a Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting."

5. Resolution 5 - Appointment of Mr Brendon Dunstan as a Director

"That Mr Brendon Dunstan, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

A handwritten signature, possibly 'R. L.', followed by the date '4/3/2019'.