



21 OCTOBER 2022

LETTER TO SHAREHOLDERS REGARDING ANNUAL GENERAL MEETING

Dear Shareholder

Flinders Mines Limited (the **Company**) will be holding its annual general meeting of shareholders at 9:00am (WST) on Wednesday, 23 November 2022 (**Meeting**) at Palace Meeting Room, Ground Floor 108 St Georges Tce Perth WA 6000.

NOTICE OF MEETING

In accordance with 110D(1) of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting to Shareholders unless the Shareholder has made a valid election to receive such documents in hard copy. The Notice of Meeting can be viewed and downloaded from the website link <http://flindersmines.com/investors/asx-announcements/>.

ATTENDING AND VOTING ONLINE

To comply with Federal and State government restrictions on social gatherings, the Company may need to admit a limited number of persons to the Meeting. There is a risk that Shareholders intending to attend the physical Meeting may not be admitted, depending on the number of Shareholders who wish to physically attend the Meeting. Therefore, the Company strongly encourages all Shareholders to submit their directed proxy votes in advance of the Meeting.

The Company will continue to closely monitor guidance from the Federal and State Government for any impact on the proposed arrangements for the Meeting. If any changes are required, the Company will advise Shareholders by way of announcement on ASX and the details will also be made available on our website at <https://flindersmines.com/investors/asx-announcements/>.

The Company will advise Shareholders as soon as practicable, if any of the above circumstances change.

PROXIES

A copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Computershare Investor Services Pty Limited by:

Internet:

Log on to www.investorvote.com.au

If you are a custodian and an Intermediary Online subscriber, you can log on to www.intermediaryonline.com

Post:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria
3001 Australia

Fax:

(within Australia) 1800 783 447

(outside Australia) +61 3 9473 2555

Your proxy voting instruction must be received by 9:00am (WST) on Monday, 21 November 2022, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services Pty Limited on, 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

Authorised by the Board of Flinders Mines Limited**Investors and Shareholders**

Andrew Whitehead

General Manager – AWhitehead@flindersmines.com

Media

Cameron Morse

FTI Consulting– 0433 886 871



Notice of Annual General Meeting

FLINDERS MINES LIMITED

ABN 46 091 118 044

**Annual General Meeting to be held
Palace Meeting Room, Ground Floor
108 St Georges Tce Perth WA 6000
on Wednesday, 23 November 2022 at 9.00 am (WST).**

Please read this Notice and Explanatory Memorandum carefully. If you are unable to attend the Annual General Meeting in person, please complete and return the enclosed Proxy Form in accordance with the specified directions.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the shareholders of Flinders Mines Limited (the **Company**) will be convened at 9:00am (WST) on Wednesday, 23 November 2022, at Palace Meeting Room, Ground Floor, 108 St Georges Tce, Perth WA 6000.

VOTING IN PERSON

To vote in person, Shareholders are able to attend the Meeting at the time, date and place set out above.

To ensure the safety of all attendees at the Meeting, the Company will ensure any social distancing restrictions and guidelines, which are in place at the time of the Meeting by order of the Western Australian Government in response to COVID-19, are observed.

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at 21 October 2022.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform (ASX: FMS) and on the Company's website at <https://www.flindersmines.com.au/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

The Company strongly encourages Shareholders to:

- (a) read this Notice of Annual General Meeting carefully; and
- (b) vote by proxy following the instructions set out in this Notice of Annual General Meeting or in-person at the time, date and place set out above.

Additionally, the Company will accept written questions in relation to the Resolutions to be considered at the Meeting at the same time.

We encourage you to complete and return the enclosed proxy form. The completed proxy form must be received by the Company at least 48 hours before the commencement of the Meeting, being 9:00am (WST) on 21 November 2022.

AGENDA

ORDINARY BUSINESS

ANNUAL FINANCIAL REPORT

To receive and consider the Company's financial statements and reports of the Directors and the independent auditor for the year ended 30 June 2022.

Note: there is no vote on this item.

The annual report incorporating the financial statements is available at:

<http://flindersmines.com/investors/company-reports/>

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, pass the following non-binding resolution as an **ordinary** Resolution:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report required by section 300A of the Corporations Act, as contained in the Company's Directors' report for the year ended 30 June 2022, be adopted.”

Voting exclusion

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution and it is not cast on behalf of a Restricted Voter¹; or
- (b) the proxy is the Chair of the Meeting voting an undirected proxy and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

If you are a member of the Key Management Personnel of the Company or a closely related party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.

RESOLUTION 2 – ELECTION OF DIRECTOR MR ROBERT FOSTER

To consider and, if thought fit, pass the following resolution as an **ordinary** Resolution:

“That Mr Robert Foster, having been appointed as an additional director of the Company on 6 October 2022, will retire in accordance with clause 63 of the Company’s Constitution and being eligible and offering himself for election, be elected as a Director of the Company.”

RESOLUTION 3 – ELECTION OF DIRECTOR MR DANIEL HARRIS

To consider and, if thought fit, pass the following resolution as an **ordinary** Resolution:

“That Mr Daniel Harris, having been appointed as an additional director of the Company on 8 August 2022, who retires in accordance with clause 63 of the Company’s Constitution and being eligible and offering himself for election, be elected as a Director of the Company.”

RESOLUTION 4 – RE-ELECTION OF DIRECTOR MR MICHAEL WOLLEY

To consider and, if thought fit, pass the following resolution as an **ordinary** Resolution:

“That, for the purposes of Clause 64 of the Constitution, Mr Michael Wolley retires and being eligible, is re-elected as a Director of the Company.”

RESOLUTION 5 – RE-ELECTION OF DIRECTOR MR JAMES GURRY

To consider and, if thought fit, pass the following resolution as an **ordinary** Resolution:

“That, for the purposes of Clause 64 of the Constitution, Mr James Gurry retires and being eligible, is re-elected as a Director of the Company.”

¹ “Restricted Voter” means Key Management Personnel and their Closely Related Parties as defined in the glossary.

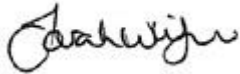
RESOLUTION 6 – MODIFICATION OF EXISTING CONSTITUTION

To consider and, if thought fit, pass the following resolution as a **special** Resolution:

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Constitution of the Company be modified by making the amendments contained in the document tabled at this Meeting and signed by the Chair for the purposes of identification, with effect from the date this resolution is passed.”

Dated this 21 October 2022.

BY ORDER OF THE BOARD

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

Sarah Wilson
Joint Company Secretary

FLINDERS MINES LIMITED

ABN 46 091 118 044

EXPLANATORY STATEMENT

This explanatory statement accompanies and forms part of the Notice of Meeting and has been prepared to provide shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company. Amongst other things, this explanatory statement provides Shareholders with the information required to be provided to Shareholders by the Corporations Act and the ASX Listing Rules.

The explanatory statement sets out an explanation of each of the resolutions to be put to Shareholders. Shareholders should read this explanatory statement carefully before determining how to vote in respect of the Resolutions.

ANNUAL FINANCIAL REPORT

The first item of the Notice is to receive and consider the annual financial report for the Company for the financial year ended 30 June 2022, comprising the financial statements and notes, together with the Directors' report and the auditor's report. No resolution is required in respect of this agenda item. However, it provides shareholders with the opportunity to ask questions of the Company's management and auditors in relation to the Company's results and operations for that financial year. The annual financial report may be found on the Company's website at: <http://flindersmines.com/investors/company-reports/>

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

In accordance with section 250R of the Corporations Act the Company submits to Shareholders for consideration and adoption by way of a non-binding Resolution its Remuneration Report for the financial year ended 30 June 2022. The Remuneration Report is a distinct section of the Directors' report that deals with the remuneration of Directors and KMP of the Company and can be located in the 2022 Annual Report and also on the Company's website.

Shareholders will be given a reasonable opportunity at the Meeting to discuss the Remuneration Report.

Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a Resolution to the second annual general meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene a Spill Meeting within 90 days of the second annual general meeting. All of the Directors who were in office when the Directors' Report was approved, other than any Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

It is noted that the Remuneration Report for the financial year ended 30 June 2021 did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting held on 23 November 2021. Accordingly, a Spill Resolution is not required for this Meeting.

Recommendation of Directors

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

RESOLUTIONS 2 AND 3 – ELECTION OF DIRECTORS MESSRS ROBERT FOSTER AND DANIEL HARRIS

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 63 of the Company's Constitution, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Robert Foster was appointed as a Non-Executive Director on 6 October 2022.

In accordance with the Constitution, Mr Foster retires and being eligible, seeks election from Shareholders.

Mr Daniel Harris was appointed as a Non-Executive Director on 8 August 2022.

In accordance with the Constitution, Mr Harris retires and being eligible, seeks election from Shareholders.

A brief summary of Messrs Foster's and Harris' qualifications, experience and material directorships follows.

Robert Foster

Mr Foster is a senior executive of The Todd Corporation Limited and has significant leadership experience in the energy, investment and finance sectors. His existing governance roles include as Independent Member of the Audit and Risk Committee of Te Runanga O Ngai Tahu and Advisory Committee member of Forest Partners Fund Limited partnership investment fund.

Mr Foster is a former Independent Director of NZX listed NZ Windfarms Limited and was the former Chief Executive of listed King Country Energy Limited. He has held senior corporate advisory roles with investment banks Macquarie Bank and ABN AMRO and is a member of the Institute of Directors in New Zealand.

Mr Foster has confirmed he has sufficient time to fulfil his responsibilities as a Director.

The Company confirms that it took appropriate checks into Mr Foster's background and experience and that these checks did not identify any information of concern.

The Board does not consider Mr Foster to be an independent Director as he is a nominee Director of the Company's largest shareholder, TIO (NZ) Limited.

Daniel Harris

Mr Harris is an experienced Mining Industry Company Executive and Director. He is a chemical engineer with a BSc ChE from the Mackay School of Mines at the University of Nevada, Reno. Mr Harris has served as CEO, COO, and CFO in mining and metals companies around the world and has worked and lived in the USA, South Africa, Russia, and Australia. He has a strong understanding of the resource sector from both a technical and financial perspective, in particular the iron ore industry following his tenure as interim CEO and Managing Director at Atlas Iron.

Mr Harris is currently Non-executive Director of U.S. Vanadium LLC, Australian Vanadium Ltd (ASX.AVL), Queensland Energy & Minerals and an independent technical and executive consultant to GSA Environmental Limited in the United Kingdom. Recent roles include interim CEO and Managing Director at Atlas Iron; Non-Executive Director of Paladin Energy; Chief Executive & Chief Operating Officer at Atlantic Ltd; Advisory Board Member and Vanadium Consultant for Blackrock Metals; Vice President & Head of Vanadium Assets at Evraz Group; Managing Director at Vametco Alloys; and CEO and CFO of Strategic Minerals Corporation.

Mr Harris is a member of the Company's Audit and Risk Committee and Nominations and Remuneration Committee. Mr Harris has confirmed he has sufficient time to fulfil his responsibilities as a Director.

The Company confirms that it took appropriate checks into Mr Harris' background and experience and that these checks did not identify any information of concern.

The Board considers Mr Harris to be an independent Director.

Recommendation of Directors

The Board (other than Mr Foster in respect of Resolution 2) supports the election of Mr Robert Foster and recommends that Shareholders vote in favour of Resolution 2 on the basis that Mr Foster's skills and experience as outlined above, have and will continue to support the Company in achieving its strategic objectives.

The Board (other than Mr Harris in respect of Resolution 3) supports the election of Mr Daniel Harris and recommends that Shareholders vote in favour of Resolution 3 on the basis that Mr Harris' skills and experience as outlined above, have and will continue to support the Company in achieving its strategic objectives.

The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 2 and 3.

RESOLUTIONS 4 AND 5 – RE-ELECTION OF DIRECTORS MESSRS MICHAEL WOLLEY AND JAMES GURRY

Pursuant to clause 64.1 of the Company's Constitution, no Director, except for the Managing Director, may hold office for a continuous period in excess of three years or until the third annual general meeting following the Director's appointment or election, whichever is the longer, without submitting for re-election.

ASX Listing Rule 14.5 requires the Company to hold an election of directors at each annual general meeting.

Accordingly, Michael Wolley, who was last re-elected in 2019, and James Gurry, who has held office since 2019, will retire and being eligible, with each offer themselves for re-election. A brief summary of Messrs Wolley's and Gurry's qualifications, experience and material directorships follows.

Michael Wolley

Mr Wolley holds a first class honours degree in Chemical and Materials Engineering (University of Auckland) and a Masters of Management (Macquarie Graduate School of Management).

Mr Wolley had a 15 year career with Mobil Oil Australia in a range of roles including engineering, operations, strategic planning and business development in Australia and New Zealand. In 1995 he left Mobil to pursue opportunities in Asia Pacific and worked in a number of senior executive roles in the manufacturing and industrial sectors including a period as President of BlueScope Steel China.

In 2007 he returned to the resources sector as Chief Operating Officer for Lynas Corporation, an ASX 100 business, and subsequently into the gold sector in ASX-listed gold development businesses. He was appointed Vice President Corporate Development for the Todd Corporation in 2011. In February 2013 he was appointed to the role of Vice President Minerals and moved to Sydney in July 2013, before leaving Todd Corporation in September 2022.

Mr Wolley is a member of the AICD and the NZICD. He holds dual Australian and New Zealand citizenship.

Mr Wolley was appointed as a Non-Executive Director on 19 October 2016 and is a member of the Company's Audit and Risk Committee and Nominations and Remuneration Committee. Mr Wolley has confirmed he has sufficient time to fulfil his responsibilities as a Director.

The Board does not consider Mr Wolley to be an independent Director as he is a nominee Director of the Company's largest shareholder, TIO (NZ) Limited.

James Gurry

Mr James Gurry was appointed to the Board on 18 September 2019.

Mr Gurry is a leading equity analyst with extensive research experience in the iron ore sector. He is currently a Senior Equity Analyst and Director with corporate finance firm PAC Partners. Prior to this he was Head of Natural Resources Equity Research with Deutsche Bank Equities Australia, and held similar roles with Credit Suisse Equities in both Sydney and London where he was Head of Mining Company Research. Mr Gurry is also a Member of the Institute of Chartered Accountants in Australia and a Graduate of the AICD. Mr Gurry holds a Bachelor of Commerce (Honours) in Accounting and Finance.

Mr Gurry is currently a director of PIOP Mine Co NL, is Chair of the Company's Audit and Risk Committee and a member of the Nominations and Remuneration Committee. Mr Gurry has confirmed he has sufficient time to fulfil his responsibilities as a Director.

The Board considers Mr Gurry to be an independent Director.

Recommendation of Directors

The Board (other than Mr Wolley in respect of Resolution 4) supports the election of Mr Michael Wolley and recommends that Shareholders vote in favour of Resolution 4 on the basis that Mr Wolley's skills and experience as outlined above, have and will continue to support the Company in achieving its strategic objectives.

The Board (other than Mr Gurry in respect of Resolution 5) supports the election of Mr James Gurry and recommends that Shareholders vote in favour of Resolution 5 on the basis that Mr Gurry's skills and experience as outlined above, have and will continue to support the Company in achieving its strategic objectives.

The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 4 and 5.

RESOLUTION 6 – MODIFICATION OF EXISTING CONSTITUTION

General

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 6 seeks the approval of Shareholders to modify the Company's existing Constitution.

The proposed modifications to the existing Constitution will incorporate recent amendments to the Corporations Act regarding the holding of meetings of Shareholders using virtual meeting technology.

The Directors believe that it is preferable in the circumstances to simply modify one provision of the existing Constitution rather than repealing the entire existing Constitution and replacing it with a new constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders.

A copy of the modified Constitution is available for review by Shareholders at the Company's website <https://flindersmines.com/about-us/corporate-governance/> and at the office of the Company. A copy of the modified Constitution can also be sent to Shareholders upon request to info@flindersmines.com. Shareholders are invited to contact the Company if they have any queries or concerns.

If Resolution 6 is passed, the Company will adopt the modified Constitution with effect from the date this Resolution 6 is passed.

Summary of material proposed changes are set out below:

(a) General meeting (Article 36)

The modifications provide for the ability of the Company to hold general meetings using virtual technology only, as well as physical or hybrid meetings. This improved flexibility is necessary to ensure the Company

is able to hold general meetings at times where physical meetings may not be practicable (such as during pandemics).

Set out below are the proposed modifications to article 36 of the existing Constitution:

Prior to modification

36. Calling general meeting

- 36.1 *A Director may call a meeting of Members.*
- 36.2 *The Directors must call annual general meetings in accordance with the Corporations Act, to be held by the Company at times to be determined by the Directors.*
- 36.3 *Members may also request or call and arrange to hold general meetings in accordance with the procedures and requirements set out in the Corporations Act.*

After modification

36. Calling general meeting

- 36.1 *A Director may call a meeting of Members.*
- 36.2 *The Directors must call annual general meetings in accordance with the Corporations Act, to be held by the Company at times to be determined by the Directors.*
- 36.3 *No Member may convene a general meeting of the Company except where entitled to do so and in accordance with the procedures and requirements set out in the Corporations Act.*
- 36.4 *The Company may hold a meeting of Members at a time determined by the Directors:*
- (a) at one or more physical venues;*
 - (b) at one or more physical venues and using virtual meeting technology; and*
 - (c) using virtual meeting technology only,*
- provided that, in each case, Members as a whole are given a reasonable opportunity to participate in the meeting, and otherwise in the manner determined by the Directors.*
- 36.5 *If the Directors elect to use virtual meeting technology for a general meeting of the Company, the Directors will determine the type of virtual meeting technology to be used, which may include any combination of telephone, video conferencing, messaging, smartphone application or any other audio and/or visual device which permits instantaneous communication.*
- 36.6 *Notice of a general meeting must be given in accordance with article 101, the Corporations Act and the Listing Rules.*

(b) Service of notices (Article 101.1)

Set out below are the proposed modifications to article 101.1 of the existing Constitution:

Prior to modification

101. Service of notices

- 101.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution by:
- (a) serving it on the person; or*
 - (b) sending it by post, courier, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person; or*
 - (c) (except in the case of a notice of meeting of Members which is required to be given individually to each Member entitled to vote at the meeting and to each Director), advertising in one or more newspapers published daily (except on weekends) throughout Australia as determined by the Directors.*

After modification**101. Service of notices**

101.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution by:

- (a) serving it on the person; or
- (b) sending it by post, courier, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person; or
- (c) by notifying the Member (by an electronic means nominated by the Member or otherwise) that:
 - (i) the document is available; and
 - (ii) how the Member may access the document; or
- (d) (except in the case of a notice of meeting of Members), advertising in one or more newspapers published daily (except on weekends) throughout Australia as determined by the Directors; or
- (e) by any other means permitted by law.

Additional information

Resolution 6 is a **special** Resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 6.

DEFINITIONS

ASX means the ASX Limited (ABN 98 008 624 691) or the securities market conducted by it (as the context requires).

ASX Listing Rules means the official listing rules of ASX, as amended and waived by ASX from time to time.

Board means the board of directors of the Company.

Chair means the chairman of the Meeting.

Company means Flinders Mines Limited (ABN 46 091 118 044)

Constitution means the constitution of the Company adopted on 23 November 2021.

Corporations Act means the *Corporations Act 2001* (Cth).

Closely Related Parties of the Company's KMP include a spouse or child of a KMP member, a child of the member's spouse, a dependent of the member or their spouse, any other family member who may be expected to influence the member, or be influenced by the member, in their dealings with the Company or companies a member controls.

Director means a director of the Company from time to time.

Key Management Personnel or **KMP** of the Company are, as adopted from the Australian Accounting Standards Board, those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Meeting means the annual general meeting of the Company the subject of this Notice.

Notice of Meeting or **Notice** means this notice of annual general meeting and includes the Explanatory Statement.

Remuneration Report means the remuneration report included in the Directors' report for the year ended 30 June 2022.

Resolution means a resolution referred to in the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Spill Meeting has the meaning given in Resolution 1.

Spill Resolution has the meaning given in Resolution 1.

WST means Australian Western Standard Time.

VOTING INFORMATION AND NOTES

1. Voting entitlement on a poll

On a poll, each Shareholder present (in person, by proxy, attorney or representative) has one vote for each fully paid Share they hold.

2. Proxies

A Shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on the Shareholder's behalf. If the Shareholder is entitled to cast two or more votes at the Meeting, the shareholder may appoint up to two proxies to attend and vote on the Shareholder's behalf.

If a Shareholder appoints two proxies, each proxy may be appointed to represent a specified proportion or number of the Shareholder's votes. Absent this specification, on a poll, each proxy may exercise half the votes. If the Shareholder appoints two proxies, neither proxy may vote on a show of hands.

A proxy can be either an individual or a body corporate and need not be a Shareholder of the Company. If a Shareholder appoints a body corporate as proxy, the body corporate will need to appoint an individual as its corporate representative and provide satisfactory evidence of this appointment.

If a Shareholder's instruction is to abstain from voting for a particular item of business, the Shareholders' votes will not be counted in computing the required majority on a poll.

To appoint a proxy, a proxy form must be signed by the Shareholder or the Shareholder's attorney duly authorised in writing. If the Shareholder is a corporation, the proxy form must be signed in accordance with section 127 of the Corporations Act. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the commencement of the meeting. Proxy form and authorities may be lodged:

- by post to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3001;
- by facsimile to Computershare on (within Australia) 1800 850 505 or (outside Australia) +61 3 9415 4000 or the Company on +61 8 8132 7999; or
- electronically by casting votes online at www.investorvote.com.au and follow the prompts. To use this facility you will need your holder number (SRN or HIN), postcode and control number as shown on the proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.

Custodian voting

For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.

Shareholders who forward their proxy forms by fax must make available the original executed form of the proxy for production at the meeting, if called upon to do so.

Chair acting as proxy

Shareholders may appoint the Chair of the Meeting as their proxy.

Where the Chair is appointed as a proxy by a Shareholder entitled to cast a vote on a particular resolution and the proxy form specifies how the Chair is to vote on the Resolution (that is, a directed proxy), the Chair must vote in accordance with that direction.

In relation to Resolution 1, if the Shareholder has appointed the Chair as their proxy and no voting direction has been given, the Shareholder will be expressly authorising the Chair to exercise the undirected proxy in respect of Resolution 1 even though the Resolution is connected with the remuneration of members of the KMP of the Company. Please read the directions on the proxy form carefully, especially if you intend to appoint the Chair of the Meeting as your proxy.

Subject to any voting exclusions, the Chair of the meeting intends to exercise all open proxies by voting in favour of Resolutions 1, 2, 3, 4, 5 and 6.

3. Entitlement to vote at the Meeting

For the purpose of the meeting, shares in the Company will be taken to be held by those persons who are registered holders at 9:00am (WST) on 21 November 2022. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Please note, only Shareholders may ask questions online once they have been verified. It may not be possible to respond to all questions. Shareholders are encouraged to lodge questions prior to the Meeting.

A Shareholder who is entitled to vote at the Meeting may submit a written question to the Company in advance of the Meeting.

We ask that all pre-Meeting questions be received by the Company no later than five (5) business days before the date of the Meeting, being 16 November 2022. Any questions should be directed to info@flindersmines.com.

4. Quorum

The Constitution of the Company provides that 10 Shareholders present in person, by proxy, attorney or body corporate representative shall be a quorum for a general meeting of the Company.

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AWST) Monday, 21 November 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 181750

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Flinders Mines Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Flinders Mines Limited to be held at the Palace Meeting Room, Ground Floor, 108 St Georges Tce, Perth WA 6000 on Wednesday, 23 November 2022 at 9:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

| | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 Adoption of the Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 Election of Director Mr Robert Foster | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 Election of Director Mr Daniel Harris | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 Re-election of Director Mr Michael Wolley | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 Re-election of Director Mr James Gurry | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 Modification of Existing Constitution | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

