

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **Fortescue Metals Group (FMG)**

ACN/ARSN **002 594 872**

1. Details of substantial holder (1)

Name **Minderoo Group Pty Ltd ACN 088 101 428 (Minderoo), John Andrew Henry Forrest (AF), Forrest Family Investments Pty Ltd ACN 055 961 361 (FFI) and its wholly owned subsidiaries listed in Annexure A (together, FFI Group)**

ACN/ARSN (if applicable) **As above**

There was a change in the interests of the substantial holder on **26/10/2018**

The previous notice was given to the company on **29/06/2012**

The previous notice was dated **29/06/2012**

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully Paid, Ordinary Shares (Shares)	1,010,690,915	32.46%	1,054,116,981	33.87%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer Annexure B	Minderoo	Purchase of Shares on market	Refer Annexure B	Refer Annexure B	Refer Annexure B

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Minderoo	Minderoo	Minderoo	Relevant interest under section 608(1) of the Corporations Act 2001 (Cth) (Act) as registered holder of Shares.	922,758,529 Shares	922,758,529
FFI	Minderoo	Minderoo	Relevant interest under section 608(3) of the Act as FFI controls Minderoo.	922,758,529 Shares	922,758,529
Each other member of the FFI Group	Minderoo	Minderoo	Relevant interest under section 608(3) of the Act as	922,758,529 Shares	922,758,529

			FFI is an associate of each other member of the FFI Group in relation to FMG. Consequently, each other member of the FFI Group has a relevant interest in each Share held by Minderoo under section 608(3) of the Act by virtue of having voting power over 20% in Minderoo. (As none of these entities are entitled to be registered as holder of the shares each entity's ability to vote and dispose of the Shares is qualified accordingly.)		
AF	Minderoo	Minderoo	Relevant interest under section 608(3) of the Act as AF has voting power of more than 20% in FFI, which controls Minderoo.	922,758,529 Shares	922,758,529
AF	AMNL Financing Pty Ltd (AMNL)	AMNL	Relevant interest under section 608(3) of the Act as AF controls AMNL.	101,730,842 Shares	101,730,842
AF	Vertical Nominees Pty Ltd (Vertical Nominees)	Vertical Nominees	Relevant interest under section 608(3) of the Act as AF controls Vertical Nominees.	18,029,247 Shares	18,029,247
AF	The Minderoo Foundation Pty Ltd (Minderoo Foundation)	Minderoo Foundation	Relevant interest under section 608(3) as AF has voting power of more than 20% in Minderoo Foundation.	11,365,000 Shares	11,365,000
FFI	FFI	FFI	Relevant interest under section 608(1) of the Act as registered holder of Shares.	200,000 Shares	200,000
AF	FFI	FFI	Relevant interest under section 608(3) of the Act as AF has voting power of more than 20% in FFI.	200,000 Shares	200,000
AF	AF	AF	Relevant interest under section 608(1) of the Act as registered holder of Shares.	33,363 Shares	33,363

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

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

Name	Address
Minderoo, AF, FFI and each other member of the FFI Group	80 Birdwood Parade, Dalkeith WA 6009

Signature

print name

Ann Atkins

Capacity:

Company Secretary

sign here



Date

31/10/2018

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) Include details of:

- any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
- any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

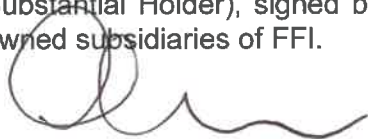
(7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

(9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure "A"

This is Annexure "A" of 1 page (including this page) referred to in the Form 604 (Notice of Substantial Holder), signed by me and dated 31 October 2018 which sets out each of the wholly owned subsidiaries of FFI.



.....
Ann Atkins
Company Secretary

Entity	ACN/ABN
AF Nickel Pty Ltd	25 088 284 299
The Metal Group Pty Ltd	13 087 934 272
Forrest & Forrest Pty Ltd	38 088 052 180
Minderoo Group Pty Ltd	91 088 101 428
Australian Sino One Hundred Year Agriculture and Food Safety Partnership Pty Ltd	32 602 159 142
Expedition Investments Pty Ltd	163 595 515
FEAC Holdings Pty Ltd	167 239 894
Minderoo Capital Pty Ltd	061 338 181
Northwest Resorts Pty Ltd	39 618 479 593
Ocean Ecology Pty Ltd	32 627 270 848
Port Hedland Development Fund No.8 Pty Ltd	121 459 265
Sea of Blue Pty Ltd	76 623 508 574
Septimus Property Pty Ltd	67 604 832 742
Squadron Energy Pty Ltd	13 615 221 559
Squadron Resources Pty Ltd	604 832 751
Sultan Pty Ltd	628 232 750
Sunset Capital Pty Ltd	30 606 486 239
Tattarang Springs Pty Ltd	82 610 512 939
World Series Sports Management Pty Ltd	19 621 620 522
Global Rapid Rugby Pty Ltd	78 629 215 854
Vlamingh Head Pty Ltd	32 629 126 558

Annexure “B”

Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
30-Aug-12	Minderoo Group Pty Ltd	On market	\$20,104,206	5,000,000 Shares	5,000,000
3-Sep-12	Minderoo Group Pty Ltd	On market	\$7,428,306	2,000,000 Shares	2,000,000
3-Sep-12	Minderoo Group Pty Ltd	On market	\$7,403,596	2,000,000 Shares	2,000,000
3-Sep-12	Minderoo Group Pty Ltd	On market	\$3,707,274	1,000,000 Shares	1,000,000
20-Sep-13	Minderoo Group Pty Ltd	On market	\$9,260,047	2,007,812 Shares	2,007,812
23-Sep-13	Minderoo Group Pty Ltd	On market	\$4,494,611	1,000,000 Shares	1,000,000
25-Sep-13	Minderoo Group Pty Ltd	On market	\$2,248,087	500,000 Shares	500,000
25-Sep-13	Minderoo Group Pty Ltd	On market	\$2,553,731	567,822 Shares	567,822
25-Sep-13	Minderoo Group Pty Ltd	On market	\$4,192,391	932,178 Shares	932,178
26-Sep-13	Minderoo Group Pty Ltd	On market	\$891,224	200,000 Shares	200,000
13-Nov-13	Minderoo Group Pty Ltd	On market	\$10,993,733	2,000,000 Shares	2,000,000
6-Dec-13	Minderoo Group Pty Ltd	On market	\$780,216	140,898 Shares	140,898
13-Mar-14	Minderoo Group Pty Ltd	On market	\$2,986,963	600,000 Shares	600,000
17-Mar-14	Minderoo Group Pty Ltd	On market	\$1,962,434	400,000 Shares	400,000
20-Mar-14	Minderoo Group Pty Ltd	On market	\$244,706	49,803 Shares	49,803
21-Mar-14	Minderoo Group Pty Ltd	On market	\$490,306	100,197 Shares	100,197
25-Mar-14	Minderoo Group Pty Ltd	On market	\$1,717,137	350,000 Shares	350,000
1-May-14	Minderoo Group Pty Ltd	On market	\$4,902,565	1,000,000 Shares	1,000,000
1-May-14	Minderoo Group Pty Ltd	On market	\$2,430,668	500,000 Shares	500,000
2-May-14	Minderoo Group Pty Ltd	On market	\$306,189	63,086 Shares	63,086
5-May-14	Minderoo Group Pty Ltd	On market	\$2,124,154	436,914 Shares	436,914
16-Jun-14	Minderoo Group Pty Ltd	On market	\$1,857,690	458,185 Shares	458,185
17-Jun-14	Minderoo Group Pty Ltd	On market	\$1,153,937	291,815 Shares	291,815
17-Jun-14	Minderoo Group Pty Ltd	On market	\$3,957,907	1,000,000 Shares	1,000,000
24-Nov-14	Minderoo Group Pty Ltd	On market	\$5,640,197	2,000,000 Shares	2,000,000
24-Nov-14	Minderoo Group Pty Ltd	On market	\$1,384,146	500,000 Shares	500,000
25-Nov-14	Minderoo Group Pty Ltd	On market	\$3,998,928	1,500,000 Shares	1,500,000
3-Nov-16	Minderoo Group Pty Ltd	On market	\$6,938,518	1,320,753 Shares	1,320,753
26-Oct-18	Minderoo Group Pty Ltd	On market	\$15,004,091	3,951,981 Shares	3,951,981

