

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity Fortescue Metals Group Ltd</b>
<b>ABN 57 002 594 872</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	John Andrew Henry Forrest
Date of last notice	16 September 2011

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct & Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered holder The Metal Group Pty Ltd in trust for Forrest Family Investments Pty Ltd ATF The Peepingee Trust.  Registered holder Vertical Nominees Pty Limited, solely in its capacity as trustee of the VN1 Unit Trust
Date of change	23 September 2011
No. of securities held prior to change	A. 981,481,437 B. 20,221
Class	A. Ordinary Shares B. Performance Rights
Number acquired	A. 1,000,000 B. Nil
Number disposed	A. Nil B. Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$5,044,200

+ See chapter 19 for defined terms.

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No. of securities held after change	A. 982,481,437 B. 20,221
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<p>The shares have been acquired pursuant to an arrangement where The Metal Group Pty Ltd, an entity controlled by Andrew Forrest, has provided financial assistance to allow certain senior executives of Fortescue to purchase the Company's shares on-market.</p> <p>The shares have been acquired on-market by Vertical Nominees Pty Limited, solely in its capacity as trustee of the VN1 Unit Trust. John Andrew Henry Forrest controls the unit trust through special A-class units held by entities controlled by him.</p> <p>It is contemplated that further similar transactions may follow.</p>

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

+ See chapter 19 for defined terms.

Part 3 – <sup>+</sup>Closed period

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

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<sup>+</sup> See chapter 19 for defined terms.