

20 December 2013



The Companies Officer
Australian Securities Exchange Ltd
2 The Esplanade
Perth WA 6000

Dear Sir/Madam

Performance Rights Granted

Please find attached Appendix 3B and related Appendix 3Y for Executive Directors in relation to Performance Rights granted under the shareholder approved Fortescue Metals Group Ltd (ASX: FMG, Fortescue) Performance Share Plan (PSP).

FY2013 Performance Rights

3,170,657 FY2013 Performance Rights granted under Fortescue's Performance Share Plan in relation to the Long Term Incentive Plan (LTIP). The total number of rights stated above are inclusive of the rights granted in December 2012 plus a top-up of rights to the maximum number which may be issued in respect to this plan.

FY2014 Performance Rights

3,835,891 FY2014 Performance Rights granted under Fortescue's Performance Share Plan (PSP) in relation to the Executive and Senior Staff Incentive Plan (ESSIP).

5,660,559 FY2014 Performance Rights granted under Fortescue's Performance Share Plan in relation to the Long Term Incentive Plan (LTIP).

Yours sincerely

Fortescue Metals Group Ltd

Mark Thomas

Company Secretary

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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Fortescue Metals Group Limited

ABN

57 002 594 872

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Performance Rights granted |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>Performance Rights</p> <p>(a) 3,170,657 FY2013 Performance Rights granted under Fortescue's Performance Share Plan in relation to the Long Term Incentive Plan (LTIP). The total number of rights stated above are inclusive of the rights granted in December 2012 plus a top-up of rights to the maximum number which may be issued in respect to this plan.</p> <p>(b) 3,835,891 FY2014 Performance Rights granted under Fortescue's Performance Share Plan (PSP) in relation to the Executive and Senior Staff Incentive Plan (ESSIP).</p> <p>(c) 5,660,559 FY2014 Performance Rights granted under Fortescue's Performance Share Plan in relation to the Long Term Incentive Plan (LTIP).</p> |

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3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

Performance Rights granted under Fortescue's PSP. Terms of the Performance Rights determined in accordance with the relevant plan.

Performance Rights under the PSP are granted for no consideration and no consideration is payable for the provisions of shares on vesting.

Subject to the terms of the relevant plan:

- the Performance Rights granted under the PSP for the ESSIP entitles the Recipient to 1 ordinary share for each performance right; and
- the Performance Rights granted under the PSP for the LTIP entitles the Recipient to 1 ordinary share for each performance right.

Recipients will only benefit from the grant of a Performance Right if the relevant Performance Conditions are fulfilled and they are allocated the Performance Shares.

The final number of Performance Rights that vest is ultimately determined by performance across a number of key areas including the adherence to safety, environmental, heritage and other regulatory targets, the shipment of a specified number of tonnes, and the meeting of specified operating cost profiles. In addition personal targets that have defined performance criteria relevant to a recipient's specific area of responsibility may be required to be met.

These Performance Conditions will be measured over the period 1 July 2012 to 30 June 2015 for the FY2013 LTIP, 1 July 2013 to 30 June 2014 for the FY2014 ESSIP and 1 July 2013 to 30 June 2016 for the FY2014 LTIP.

Subject to applicable laws, all Performance Rights will immediately vest upon a change of control, the retirement or retrenchment of the Recipient and the death of the Recipient, to the extent that the above Performance Conditions have been met.

Unvested Performance Rights granted will lapse where the Performance Conditions are not met during the period 1 July 2012 to 30 June 2015 for the FY2013 LTIP, 1 July 2013 to 30 June 2014 for the FY2014 ESSIP and 1 July 2013 to 30 June 2016 for the FY2014 LTIP, or if the Recipient ceases to be an Eligible Employee, to the extent that the Performance Conditions have not been met (or unless the Board otherwise determines)

4	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>No.</p> <p>A grant of a Performance Right will not give the holder a legal or beneficial interest in ordinary fully paid Fortescue Metals Group Ltd (Fortescue) shares until that Performance Right vests. Prior to vesting, Performance Rights do not carry a right to vote, receive dividends or generally participate in other corporate actions.</p> <p>When Performance Rights have vested, ordinary fully paid Fortescue shares will be allocated. These shares will rank equally with existing Fortescue shares.</p>
5	Issue price or consideration	Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Performance Rights granted to certain staff as part of the Fortescue FY2013 LTIP for the period 1 July 2012 to 30 June 2015, FY2014 ESSIP for the period 1 July 2013 to 30 June 2014, and the FY2014 LTIP for the period 1 July 2013 to 30 June 2016.
6a	<p>Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	N/A
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	N/A

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6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of +securities issued under an exception in rule 7.2	N/A	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	16 December 2013	
8	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	Number	+Class
		3,113,798,151	Ordinary Fully Paid Shares

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	600,000	Unlisted February 2014 options exercisable at \$2.50 each
	7,500,000	Unlisted May 2015 options exercisable at \$5.00 each
	400,000	Unlisted September 2015 options exercisable at \$5.69
	3,170,657	FY2013 Performance Rights
	9,496,450	FY2014 Performance Rights
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Pro rata issue

11 Is security holder approval required?	N/A
12 Is the issue renounceable or non-renounceable?	N/A
13 Ratio in which the +securities will be offered	N/A
14 +Class of +securities to which the offer relates	N/A
15 +Record date to determine entitlements	N/A
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17 Policy for deciding entitlements in relation to fractions	N/A
18 Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19 Closing date for receipt of acceptances or renunciations	N/A

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+ See chapter 19 for defined terms.

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20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ⁺Securities described in Part 1
- (b) All other ⁺securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional ⁺securities

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Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

N/A

39 +Class of +securities for which quotation is sought

N/A

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?
 If the additional +securities do not rank equally, please state:
 • the date from which they do
 • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A

41 Reason for request for quotation now
 Example: In the case of restricted securities, end of restriction period
 (if issued upon conversion of another +security, clearly identify that other +security)

N/A

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	N/A	N/A

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

N/A

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

Name of entity Fortescue Metals Group Ltd
ABN 57 002 594 872

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	Neville Power
Date of last notice	4 October 2013

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
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	NJ & IE Power ATF Power Family Super Fund. Ashglen Developments Pty Ltd ATF Ashglen Trust.
Date of change	16 December 2013
No. of securities held prior to change	A. 1,254,981 B. 136,463 C. Nil
Class	A. Ordinary Shares B. FY2013 Performance Rights C. FY2014 Performance Rights
Number acquired	A. Nil B. 409,389 C. 1,492,750
Number disposed	A. Nil B. Nil C. Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$Nil
No. of securities held after change	A. 1,254,981 B. 545,852 C. 1,492,750

Appendix 3Y
Change of Director's Interest Notice

<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>FY2013 Performance Rights Additional performance rights have been provided to Mr Power in respect to the FY2013 Long Term Incentive Plan (LTIP). The total 545,842 performance rights represent the maximum number that may be granted under the FY2013 LTIP. This “top-up” of additional performance rights is consistent with Resolution 6 of the 2013 Notice of Meeting approved by shareholders at the 2013 AGM.</p> <p>Recipients will only benefit from the grant of a Performance Right if the relevant Performance conditions are fulfilled and they are allocated the Performance Shares. The Performance Conditions for the FY2013 LTIP are measured over the period 1 July 2012 to 30 June 2015.</p> <p>FY2014 Performance Rights Performance rights have been provided to certain staff as part of the Fortescue Executive and Senior Staff Incentive Plan (ESSIP) for the period 1 July 2013 to 30 June 2014 and LTIP for the period 1 July 2013 to 30 June 2016.</p> <p>If Performance Rights vest, ordinary fully paid Fortescue shares will be allocated (with one ordinary fully paid share acquired for each Performance Right that has vested) from the Fortescue Employee Share Trust.</p> <p>Recipients will only benefit from the grant of a Performance Right if the relevant Performance conditions are fulfilled and they are allocated the Performance Shares.</p> <p>The final number of Performance Rights that vest is determined by performance across a number of key areas including the adherence to safety, environmental, heritage and other regulatory targets, the shipment of a specified number of tonnes, and the meeting of specified operating cost profiles. In addition personal targets that have defined performance criteria relevant to the recipient's specific area of responsibility are required to be met. These Performance Conditions will be measured over the period 1 July 2013 to 30 June 2014 for the ESSIP and over the period 1 July 2013 to 30 June 2016 for the FY2014 LTIP.</p>
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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
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +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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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

Name of entity Fortescue Metals Group Ltd
ABN 57 002 594 872

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	Peter Meurs
Date of last notice	4 October 2013

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
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Skiptan Pty Ltd ATF P&M Meurs FT. Vertical Nominees ATF VN1 Unit Trust.
Date of change	16 December 2013
No. of securities held prior to change	A. 26,006,995 B. 7,500,000 C. 53,069 D. Nil
Class	A. Ordinary Shares B. Unlisted Options Expiring 13 May 2015 C. FY2013 Performance Rights D. FY2014 Performance Rights
Number acquired	A. Nil B. Nil C. 159,207 D. 580,515
Number disposed	A. Nil B. Nil C. Nil D. Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$Nil
No. of securities held after change	A. 26,006,995 B. 7,500,000 C. 212,276 D. 580,515

Appendix 3Y
Change of Director's Interest Notice

<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>FY2013 Performance Rights Additional performance rights have been provided to Mr Meurs in respect to the FY2013 Long Term Incentive Plan (LTIP). The total 212,276 performance rights represent the maximum number that may be granted under the FY2013 LTIP. This “top-up” of additional performance rights is consistent with Resolution 6 of the 2013 Notice of Meeting approved by shareholders at the 2013 AGM.</p> <p>Recipients will only benefit from the grant of a Performance Right if the relevant Performance Conditions are fulfilled and they are allocated the Performance Shares. The Performance Conditions for the FY2013 LTIP are measured over the period 1 July 2012 to 30 June 2015.</p> <p>FY2014 Performance Rights Performance rights have been provided to certain staff as part of the Fortescue Executive and Senior Staff Incentive Plan (ESSIP) for the period 1 July 2013 to 30 June 2014 and LTIP for the period 1 July 2013 to 30 June 2016.</p> <p>If Performance Rights vest, ordinary fully paid Fortescue shares will be allocated (with one ordinary fully paid share acquired for each Performance Right that has vested) from the Fortescue Employee Share Trust.</p> <p>Recipients will only benefit from the grant of a Performance Right if the relevant Performance conditions are fulfilled and they are allocated the Performance Shares.</p> <p>The final number of Performance Rights that vest is determined by performance across a number of key areas including the adherence to safety, environmental, heritage and other regulatory targets, the shipment of a specified number of tonnes, and the meeting of specified operating cost profiles. In addition personal targets that have defined performance criteria relevant to the recipient's specific area of responsibility are required to be met. These Performance Conditions will be measured over the period 1 July 2013 to 30 June 2014 for the ESSIP and over the period 1 July 2013 to 30 June 2016 for the FY2014 LTIP.</p>
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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
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +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?	