

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **FORTESCUE METALS GROUP LTD**ACN/ARSN **002 594 872****1. Details of substantial holder (1)**Name **THE METAL GROUP PTY LTD, and
JOHN ANDREW HENRY FORREST**ACN/ARSN (if applicable) **088 101 428**There was a change in the interests of the
substantial holder on **28 / 06 / 2012**The previous notice was given to the company on **30 / 12 / 2008**The previous notice was dated **30 / 12 / 2008****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)
ORDINARY	975,493,300	34.73%	1,010,690,915	32.46%

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
Annexure "A"					

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
Annexure "A"					

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
THE METAL GROUP PTY LTD	42 JOHN STREET COTTESLOE WESTERN AUSTRALIA
JOHN ANDREW HENRY FORREST	42 JOHN STREET COTTESLOE WESTERN AUSTRALIA

Signature

print name **ANDREW FORREST** capacity **DIRECTOR**

sign here date **29/06/2012**

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:
 - (a) 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
 - (b) 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

The Metal Group Pty Ltd's relevant interest in the issued capital of Fortescue Metals Group Limited ACN 002 594 872

Date of Change	Person whose relevant interest changed	Nature of change	Consideration given in relation to the change	Class of securities	Number of securities	Votes affected
11/06/2009	The Metal Group Pty Ltd & A Forrest	Off Market	Nil - gifted to various transferees	Ordinary Shares	(2,665,000)	(2,665,000)
15/12/2009	The Metal Group Pty Ltd & A Forrest	Employee Bonus Shares	\$8,254	Ordinary Shares	1,915	1,915
26/11/2010	The Metal Group Pty Ltd & A Forrest	Employee Bonus Shares	\$65,314	Ordinary Shares	18,608	18,608
1/06/2011	The Metal Group Pty Ltd & A Forrest	Off Market	Nil - gifted to various transferees	Ordinary Shares	(8,000,000)	(8,000,000)
29/08/2011 to 1/09/2011	The Metal Group Pty Ltd & A Forrest	On Market	\$30,810,879	Ordinary Shares	5,124,051	5,124,051
2/09/2011 to 6/09/2011	The Metal Group Pty Ltd & A Forrest	On Market	\$26,809,894	Ordinary Shares	4,474,058	4,474,058
12/09/2011	The Metal Group Pty Ltd & A Forrest	On Market	\$42,229,540	Ordinary Shares	7,034,505	7,034,505
23/09/2011	The Metal Group Pty Ltd & A Forrest	On Market	\$5,044,200	Ordinary Shares	1,000,000	1,000,000
10/11/2011	The Metal Group Pty Ltd & A Forrest	On Market	\$1,001,487	Ordinary Shares	207,011	207,011
16/11/2011	The Metal Group Pty Ltd & A Forrest	On Market	\$1,001,500	Ordinary Shares	200,000	200,000
23/11/2011	The Metal Group Pty Ltd & A Forrest	Employee Bonus Shares	\$52,387	Ordinary Shares	12,840	12,840
20/06/2012 to 25/06/2012	The Metal Group Pty Ltd & A Forrest	On Market	\$62,015,284	Ordinary Shares	12,781,896	12,781,896
26/06/2012	The Metal Group Pty Ltd & A Forrest	On Market	\$43,725,632	Ordinary Shares	9,007,731	9,007,731
28/06/2012	The Metal Group Pty Ltd & A Forrest	On Market	\$29,132,010	Ordinary Shares	6,000,000	6,000,000
Holding of Ordinary shares per previous Form 604 (24 December 2008)						975,493,300
New total holding of Ordinary shares						1,010,690,915
Total Ordinary Shares on Issue at 29 June 2012						3,113,798,151
% interest at 29 June 2012						32.46%

This is annexure "A" of 1 page referred to in Form 604 signed by me and dated 29 June 2012.

Andrew Forrest (Director)