

30 September 2015

The Companies Officer
Australian Stock Exchange
Exchange Plaza
2 The Esplanade
Perth WA 6000

Dear Sir or Madam,

Vesting and Lapse of Performance Rights

Please find attached Appendix 3B and related Appendix 3Y for Executive Directors reflecting changes due to the vesting and lapse of Performance Rights issued under the shareholder approved Fortescue Metals Group Ltd (ASX: FMG, Fortescue) Performance Share Plan (PSP).

2013 Long Term Incentive Plan

(i) Vesting of Performance Rights

- 2,306,253 FY2013 Performance Rights granted under Fortescue's PSP in relation to the Long Term Incentive Plan (LTIP) have vested where performance conditions were met during the period 1 July 2012 to 30 June 2015.
- One ordinary fully paid share was acquired for each Performance Right that has vested. Shares for this vesting of performance rights were purchased on-market by the Fortescue Employee Share Trust. No new Fortescue shares were issued.

(ii) Lapse of Performance Rights

- 864,404 FY2013 Performance Rights granted under Fortescue's PSP in relation to the LTIP lapsed where performance conditions were not fulfilled during the period 1 July 2012 to 30 June 2015.

2015 Executive and Senior Staff Incentive Plan

(i) Vesting of Performance Rights

- 1,177,128 FY2015 Performance Rights granted under Fortescue's PSP in relation to the Executive and Senior Staff Incentive Plan (ESSIP) have vested where performance conditions were met during the period 1 July 2014 to 30 June 2015.
- One ordinary fully paid share was acquired for each Performance Right that has vested. Shares for this vesting of performance rights were purchased on-market by the Fortescue Employee Share Trust. No new Fortescue shares were issued.

(ii) Lapse of Performance Rights

- 482,497 FY2015 Performance Rights granted under Fortescue's PSP in relation to the ESSIP lapsed where performance conditions were not fulfilled during the period 1 July 2014 to 30 June 2015.

Yours sincerely
Fortescue Metals Group

Ian Wells
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 Ltd

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 | N/A |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | N/A |
| 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) | N/A |

4	Do the ⁺ securities rank equally in all respects from the ⁺ issue date with an existing ⁺ class of quoted ⁺ securities?	N/A If the additional ⁺ securities do not rank equally, please state: <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
5	Issue price or consideration	N/A
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	N/A
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i> , and comply with section 6i	N/A
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

⁺ See chapter 19 for defined terms.

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	⁺ Issue dates 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. Cross reference: item 33 of Appendix 3B.	N/A

	Number	+Class
8	3,113,798,151	Ordinary Fully Paid Shares

	Number	+Class
9	5,660,559	FY2014 Performance Rights
	3,752,129	FY2015 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

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has security holders who will not be sent new offer documents	N/A
	Note: Security holders must be told how their entitlements are to be dealt with.	
	Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	N/A
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 *part* of their entitlements through a broker and accept for the balance?
- 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

⁺ See chapter 19 for defined terms.

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	<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 	N/A				
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A				
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	<table border="1"> <thead> <tr> <th data-bbox="790 1400 1093 1444">Number</th> <th data-bbox="1093 1400 1388 1444">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="790 1444 1093 1637">N/A</td> <td data-bbox="1093 1444 1388 1637">N/A</td> </tr> </tbody> </table>	Number	+Class	N/A	N/A
Number	+Class					
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	10 December 2014

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	30 September 2015
No. of securities held prior to change	A. 1,811,571 B. 545,852 C. 853,000 D. 908,651
Class	A. Ordinary Shares B. FY2013 Performance Rights C. FY2014 Performance Rights D. FY2015 Performance Rights
Number acquired	A. 714,736 B. Nil C. Nil D. Nil
Number disposed	A. Nil B. 545,852 C. Nil D. 247,814

Appendix 3Y
Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$Nil
No. of securities held after change	A. 2,526,307 B. Nil C. 853,000 D. 660,837
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>FY2013 Performance Rights</p> <p>a) Vesting of 504,094 FY2013 Performance Rights granted in FY2013 in relation to the FY2013 Long Term Incentive Plan (LTIP) has occurred.</p> <p>b) Lapse of 41,758 FY2013 Performance Rights has occurred.</p> <p>FY2015 Performance Rights</p> <p>c) Vesting of 210,642 FY2015 Performance Rights granted in FY2015 in relation to the FY2015 Executive & Senior Staff Incentive Plan (ESSIP) has occurred.</p> <p>d) Lapse of 37,172 FY2015 Performance Rights has occurred.</p> <p>One ordinary fully paid share was acquired for each FY2013 LTIP and FY2015 ESSIP Performance Right that has vested. Share for this vesting of Performance Rights were purchased on-market by the Fortescue Employee Share Trust. No new Fortescue shares were issued.</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
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A

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+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

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?	

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	Peter Meurs
Date of last notice	16 September 2015

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
Date of change	30 September 2015
No. of securities held prior to change	A. 9,566,538 B. 212,276 C. 331,723 D. 333,930
Class	A. Ordinary Shares B. FY2013 Performance Rights C. FY2014 Performance Rights D. FY2015 Performance Rights
Number acquired	A. 235,881 B. Nil C. Nil D. Nil

Appendix 3Y
Change of Director's Interest Notice

Number disposed	A. Nil B. 212,276 C. Nil D. 91,072
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$Nil
No. of securities held after change	A. 9,802,419 B. Nil C. 331,723 D. 242,858
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>FY2013 Performance Rights</p> <p>a) Vesting of 196,037 FY2013 Performance Rights granted in FY2013 in relation to the FY2013 Long Term Incentive Plan (LTIP) has occurred.</p> <p>b) Lapse of 16,239 FY2013 Performance Rights has occurred.</p> <p>FY2015 Performance Rights</p> <p>c) Vesting of 39,844 FY2015 Performance Rights granted in FY2015 in relation to the FY2015 Executive & Senior Staff Incentive Plan (ESSIP) has occurred.</p> <p>d) Lapse of 51,228 FY2015 Performance Rights has occurred.</p> <p>One ordinary fully paid share was acquired for each FY2013 LTIP and FY2015 ESSIP Performance Right that has vested. Share for this vesting of Performance Rights were purchased on-market by the Fortescue Employee Share Trust. No new Fortescue shares were issued.</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

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+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

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?	