

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	Ms Elizabeth Gaines
Date of last notice	20 December 2019

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) Note: Provide details of the circumstances giving rise to the relevant interest.	Pacific Custodians Pty Limited as trustee of the Fortescue Metals Group Ltd Employee Share Trust, which holds ordinary shares acquired in respect of vested Performance Rights.
Date of change	31 August 2020 (vesting of Performance Rights) 3 September 2020 (disposal of Ordinary Shares)
No. of securities held prior to change	A. 595,669 * B. 385,404 C. 618,101 D. 113,245 E. 301,985 * Including 254,375 vested but unexercised Performance Rights
Class	A. Ordinary Shares B. FY2018 LTIP Performance Rights (unvested) C. FY2019 LTIP Performance Rights (unvested) D. FY2020 ESSIP Performance Rights (unvested) E. FY2020 LTIP Performance Rights (unvested)

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Number acquired	A. 498,649
Number disposed	A. 113,245 In addition, the following Performance Rights vested into vested rights/Ordinary Shares: B: 385,404 D: 113,245 Please see disclosure in "Nature of Change" below for further details.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$2,070,147.93
No. of securities held after change	A. 981,073* B. Nil C. 618,101 D. Nil E. 301,985 * Including 639,779 vested but unexercised Performance Rights
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	FY2018 LTIP Performance Rights Vesting of 385,404 FY2018 LTIP Performance Rights granted under the FY2018 Long Term Incentive Plan (LTIP). One ordinary fully paid share has been purchased on-market by the Fortescue Employee Share Trust for each FY2018 LTIP Performance Right that has vested. Ordinary shares are held by the Fortescue Employee Share Trust until exercise. No new Fortescue shares were issued. FY2020 ESSIP Performance Rights Vesting of 113,245 FY2020 Performance Rights granted under the FY2020 Executive & Senior Staff Incentive Plan (ESSIP). One ordinary fully paid share has been purchased on-market by the Fortescue Employee Share Trust for each FY2020 ESSIP Performance Right that has vested. Ordinary shares are held by the Fortescue Employee Share

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+ See chapter 19 for defined terms.

	Trust until exercise. No new Fortescue shares were issued. Ordinary Shares As a consequence of exercising her vested Performance Rights, Ms Gaines will incur a tax liability in the current financial year and, accordingly, has sold 113,245 Ordinary Shares to meet her income tax obligation.
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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 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
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	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?	N/A
If prior written clearance was provided, on what date was this provided?	N/A