



Investment
Management

2 February 2017

Company Announcements Platform
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

Notice of change of interests of substantial holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of Mantra Group Limited.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Chris Millard'.

Chris Millard
Company Secretary

{00008786.DOC}
BT Investment Management Limited
ABN 28 126 385 822

GPO Box 7072
Sydney NSW 2001
Australia

The Chifley Tower
Level 15, 2 Chifley Square
Sydney NSW 2000
Australia
Tel 612 8253 2999

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Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme MANTRA GROUP LIMITED (MTR)

ACN/ARSN ACN 137 639 395

1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ACN 126 365 822

There was a change in the interests of the substantial holder on 31/01/2017

The previous notice was given to the company on 31/10/2016

The previous notice was dated 27/10/2016

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 in 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 SHARES	35,732,691	12.02%	38,837,143	13.07%

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
31/01/2016	BTT & its Associates, BT Investment Management (Fund Services) Limited, BT Investment Management (Institutional) Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See 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
BT Investment Management (Fund Services) Limited *	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited.	BT Investment Management (Fund Services) Limited is the trustee or responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	18,910,630 Ordinary	18,910,630
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group BNP Fund Services Australasia Pty Limited HSBC Custody Nominees (Australia) Limited. JP Morgan Chase Bank National Australia Bank Limited National Custodian Nominees National Nominees Limited State Street Australia Limited	Australia and New Zealand Banking Group BNP Fund Services Australasia Pty Limited HSBC Custody Nominees (Australia) Limited. JP Morgan Chase Bank National Australia Bank Limited National Custodian Nominees National Nominees Limited State Street Australia Limited	BT Investment Management (Institutional) Limited is the investment manager appointed by various superannuation funds, institutional investors and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares..	19,926,513 Ordinary	19,926,513

* BT Investment Management (Fund Services) Limited has appointed BT Investment Management (Institutional) Limited to act as the investment manager of the trusts of which it is responsible entity, giving BT Investment Management (Institutional) Limited the capacity to exercise the power to vote or dispose of the shares. BT Investment (Institutional) Limited therefore also has a relevant interest in shares in which BT Investment Management (Fund Services) Limited has a relevant interest.

5. Changes in association

The persons who have become associates (2) of, or 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

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
BT Investment Management Limited (BTT)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square Sydney NSW 2000
MANTRA GROUP LIMITED (MTR)	The Company Secretary, MANTRA GROUP LIMITED (MTR) Level 15, 50 Cavill Avenue SURFERS PARADISE QLD 4217 Tel: +61 7 5631 2500

Signature

Print name Chris Millard Capacity Company Secretary

Sign here _____ Date 02/02/2017

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DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 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 (e.g. if the relevant interest arises because of an option) write “unknown”.
- (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

ANNEXURE A

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for BT Investment Management Limited ACN 126 365 822

Chris Millard – Company Secretary, BT Investment Management Limited 02/02/2017

TRANSACTION HISTORY

Sales & Purchases for the period : 28/10/2016 to 31/01/2017

SECURITY: MTR

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/11/2016	HSBC Custody Nominees (Australia) Limited.	Buy	210,792	678,750.24	Ordinary	210,792
7/11/2016	HSBC Custody Nominees (Australia) Limited.	Sell	76,101	242,762.19	Ordinary	76,101
9/11/2016	HSBC Custody Nominees (Australia) Limited.	Sell	185,943	583,861.02	Ordinary	185,943
15/11/2016	HSBC Custody Nominees (Australia) Limited.	Sell	100,000	323,000.00	Ordinary	100,000
23/11/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-5,203	-16,493.51	Ordinary	5,203
23/11/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-70,110	-222,248.70	Ordinary	70,110
23/11/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-59,324	-188,057.08	Ordinary	59,324
23/11/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-160,467	-508,680.39	Ordinary	160,467
23/11/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-104,206	-330,333.02	Ordinary	104,206
23/11/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-2,144	-6,796.48	Ordinary	2,144
23/11/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-5,203	-16,493.51	Ordinary	5,203
30/11/2016	HSBC Custody Nominees (Australia) Limited.	Sell	98,653	307,797.36	Ordinary	98,653
5/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	90,114	277,551.12	Ordinary	90,114
12/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	82,625	253,658.75	Ordinary	82,625
13/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	-41,467	-126,889.02	Ordinary	41,467
	Total		396,104	1,251,388.97		
	BT Investment Management (Fund Services) Limited Total :		396,104	1,251,388.97		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/12/2016	Australia and New Zealand Banking Group Limited	Buy	12,955	39,642.30	Ordinary	12,955
	Total		12,955	39,642.30		
Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
5/12/2016	BNP Fund Services Australasia Pty Limited	Buy	4,119	12,645.33	Ordinary	4,119

Total **4,119** **12,645.33**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
5/12/2016	Citicorp Nominees Pty Limited	Sell	-32,912	-101,039.84	Ordinary	32,912
5/12/2016	Citicorp Nominees Pty Limited	Sell	-30,251	-92,870.57	Ordinary	30,251
Total			-63,163	-193,910.41		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
5/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	44,665	137,121.55	Ordinary	44,665
5/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	50,850	156,109.50	Ordinary	50,850
5/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	6,123	18,797.61	Ordinary	6,123
13/12/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-9,391	-28,736.46	Ordinary	-9,391
21/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	15,396	46,957.80	Ordinary	15,396
21/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	16,859	51,419.95	Ordinary	16,859
21/12/2016	HSBC Custody Nominees (Australia) Limited.	Buy	575	1,753.75	Ordinary	575
Total			125,077	383,423.70		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
7/11/2016	JP Morgan Chase Bank	Buy	21,724	69,299.56	Ordinary	21,724
30/11/2016	JP Morgan Chase Bank	Buy	24,238	75,622.56	Ordinary	24,238
5/12/2016	JP Morgan Chase Bank	Sell	-62,356	-191,432.92	Ordinary	62,356
5/12/2016	JP Morgan Chase Bank	Buy	24,790	76,105.30	Ordinary	24,790
5/12/2016	JP Morgan Chase Bank	Buy	25,340	78,047.20	Ordinary	25,340
12/12/2016	JP Morgan Chase Bank	Buy	22,297	68,451.79	Ordinary	22,297
21/12/2016	JP Morgan Chase Bank	Buy	10,385	31,674.25	Ordinary	10,385
21/12/2016	JP Morgan Chase Bank	Buy	6,261	19,096.05	Ordinary	6,261
Total			72,679	226,863.79		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
7/11/2016	National Australia Bank Limited	Buy	188,713	601,994.47	Ordinary	188,713
30/11/2016	National Australia Bank Limited	Buy	209,109	652,420.08	Ordinary	209,109
5/12/2016	National Australia Bank Limited	Sell	-5,028	-15,435.96	Ordinary	5,028
5/12/2016	National Australia Bank Limited	Buy	219,712	676,712.96	Ordinary	219,712
12/12/2016	National Australia Bank Limited	Buy	193,078	592,749.46	Ordinary	193,078
Total			805,584	2,508,441.01		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
21/12/2016	National Custodian Nominees	Buy	20,092	61,280.60	Ordinary	20,092

Total **20,092** **61,280.60**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
5/12/2016	National Nominees Limited	Sell	-7,430	-22,884.40	Ordinary	7,430
	Total		-7,430	-22,884.40		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/12/2016	State Street Australia Limited	Buy	25,116	76,854.96	Ordinary	25,116
13/12/2016	State Street Australia Limited	Buy	12,787	39,128.22	Ordinary	12,787
	Total		37,903	115,983.18		

BT Investment Management (Institutional Limited Total : **1,007,816** **3,131,485.10**