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FACSIMILE MESSAGE**ORGANISATION: Australian Stock Exchange****ATTENTION: Company Announcements Office****FAX NUMBER: 1300 135 638****FROM: SAS Trustee Corporation PHONE: 02-9238-5906****DATE: 2 July 2014****Number of pages including this one: 4**

Please find attached a form 603 "Notice of initial substantial holder" in relation of SAS Trustee Corporation and Mantra Group Limited.

A copy of the form has been sent to the company registrar.

Kind regards

A handwritten signature in black ink, appearing to read "Litsa Tsitsis", written over a horizontal line.

Litsa Tsitsis
Deputy General Counsel

SAS Trustee Corporation

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Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: Company Name/Scheme **MANTRA GROUP LIMITED**

ACN/ARSN **ABN 69 137 639 395**

1. Details of substantial holder (1)

Name **SAS TRUSTEE CORPORATION**

ACN/ARSN (if applicable) **ABN 29 239 066 746**

The holder became a substantial holder on **25 JUN 2014**

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY SHARES	14,799,196	14,799,196	5.93%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
SAS TRUSTEE CORPORATION	BENEFICIAL OWER AS TRUSTEE OF CERTAIN SUPERANNUATION SCHEMES UNDER SUPERANNUATION ADMINISTRATION ACT 1996 (NSW)	14,799,196 ORDINARY SHARES

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
SAS TRUSTEE CORPORATION	JPMORGAN NOMINEES AUSTRALIA LIMITED	N/A	14,799,196 ORDINARY SHARES

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
REFER TO ANNEXURE 1				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

7. Addresses

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

Name	Address
SAS TRUSTEE CORPORATION	LEVEL 16, 83 CLARENCE STREET, SYDNEY NSW 2000
JPMORGAN NOMINEES AUSTRALIA LIMITED	LEVEL 18, 85 CASTLEREAGH STREET, SYDNEY NSW 2000

Signature

print name Alex Claassen's capacity Member of Board.
 sign here A. Claassen date 2 '7 '14.

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

Annexure 1

SAS Trustee Corporation ABN 29 239 066 746

Mantra Group Limited ABN 69 137 639 395

Holder of Relevant Interest	Acquisition Date	Consideration (Cash \$)	Number of Securities (Ordinary Shares)
SAS Trustee Corporation	20/06/2014	246,027.23	139,044
SAS Trustee Corporation	20/06/2014	311,410.03	169,942
SAS Trustee Corporation	20/06/2014	845,112.76	470,000
SAS Trustee Corporation	20/06/2014	675,763.14	372,586
SAS Trustee Corporation	23/06/2014	350,406.20	203,100
SAS Trustee Corporation	23/06/2014	110,130.07	64,062
SAS Trustee Corporation	24/06/2014	22,324.92	12,731
SAS Trustee Corporation	24/06/2014	13,788.03	7,865
SAS Trustee Corporation	25/06/2014	4,012,430.40	2,229,128
SAS Trustee Corporation	25/06/2014	5,100,202.80	2,833,446
SAS Trustee Corporation	25/06/2014	11,787,782.40	6,548,768
SAS Trustee Corporation	25/06/2014	39,973.87	22,802
SAS Trustee Corporation	25/06/2014	1,776,463.20	986,924
SAS Trustee Corporation	25/06/2014	1,301,682.60	723,157
SAS Trustee Corporation	25/06/2014	27,427.86	15,641

This is Annexure 1 of one page referred to in form 603 Notice of Initial Substantial holder.

Signature: *A. Claassens*Print Name: *Alex Claassens*Capacity: *Member of Board.***SAS Trustee Corporation**