



Investment  
Management

29 July 2016

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

{00011275.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

[www.btim.com.au](http://www.btim.com.au)

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## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

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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 27/07/2016

The previous notice was given to the company on 16/06/2016

The previous notice was dated 14/06/2016

#### 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	28,930,941	9.81%	32,296,004	10.88%

#### 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
27/07/2016	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.	15,455,567 Ordinary	15,455,567
BT Investment Management (Institutional) Limited	HSBC Custody Nominees (Australia) Limited.	Australia and New Zealand Banking Group  BNP Fund Services Australasia Pty Limited  HSBC Custody Nominees (Australia) Limited.  BT Portfolio Services Limited  Citicorp Nominees Pty Limited  JP Morgan Chase Bank  National Australia Bank Limited  National Australian Custodian Services  National Custodian Nominees  National Nominees 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..	16,840,437 Ordinary	16,840,437

\* 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 29/07/2016

## **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 29/07/2016

### TRANSACTION HISTORY

Sales & Purchases for the period : 15/06/2016 to 27/07/2016

SECURITY: MTR

#### BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
25/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	57,654	215,625.96	Ordinary	57,654
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	48,801	148,355.04	Ordinary	48,801
23/06/2016	HSBC Custody Nominees (Australia) Limited.	Buy	95,015	322,100.85	Ordinary	95,015
15/06/2016	HSBC Custody Nominees (Australia) Limited.	Buy	45,356	162,374.48	Ordinary	45,356
30/06/2016	HSBC Custody Nominees (Australia) Limited.	Buy	80,301	281,053.50	Ordinary	80,301
25/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	55,405	205,552.55	Ordinary	55,405
17/06/2016	HSBC Custody Nominees (Australia) Limited.	Buy	287,619	977,904.60	Ordinary	287,619
15/06/2016	HSBC Custody Nominees (Australia) Limited.	Buy	92,822	330,446.32	Ordinary	92,822
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	229,293	690,171.93	Ordinary	229,293
17/06/2016	HSBC Custody Nominees (Australia) Limited.	Buy	52,237	181,262.39	Ordinary	52,237
29/06/2016	HSBC Custody Nominees (Australia) Limited.	Buy	57,375	196,222.50	Ordinary	57,375
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	99,264	298,784.64	Ordinary	99,264
	<b>Total</b>		<b>1,201,142</b>	<b>4,009,854.76</b>		
	<b>BT Investment Management (Fund Services) Limited Total :</b>		<b>1,201,142</b>	<b>4,009,854.76</b>		

#### BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
17/06/2016	Australia and New Zealand Banking Group Limited	Buy	9,426	32,048.40	Ordinary	9,426
6/07/2016	Australia and New Zealand Banking Group Limited	Buy	8,025	24,155.25	Ordinary	8,025
30/06/2016	Australia and New Zealand Banking Group Limited	Buy	16,533	57,700.17	Ordinary	16,533
	<b>Total</b>		<b>33,984</b>	<b>113,903.82</b>		
Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
27/07/2016	BNP Fund Services Australasia Pty Limited	Buy	21,132	76,920.48	Ordinary	21,132
13/07/2016	BNP Fund Services Australasia Pty Limited	Sell	-8,752	-28,619.04	Ordinary	-8,752
26/07/2016	BNP Fund Services Australasia Pty Limited	Buy	511	1,860.04	Ordinary	511
18/07/2016	BNP Fund Services Australasia Pty Limited	Buy	170	542.30	Ordinary	170
	<b>Total</b>		<b>13,061</b>	<b>50,703.78</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
27/07/2016	Citicorp Nominees Pty Limited	Buy	52,091	189,611.24	Ordinary	52,091
18/07/2016	Citicorp Nominees Pty Limited	Sell	-14,749	-47,049.31	Ordinary	-14,749
18/07/2016	Citicorp Nominees Pty Limited	Sell	-3,213	-10,249.47	Ordinary	-3,213
26/07/2016	Citicorp Nominees Pty Limited	Buy	7,109	25,876.76	Ordinary	7,109
13/07/2016	Citicorp Nominees Pty Limited	Sell	-22,279	-72,852.33	Ordinary	-22,279
	<b>Total</b>		<b>18,959</b>	<b>85,336.89</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
18/07/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-6,586	-21,009.34	Ordinary	-6,586
27/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	98,729	359,373.56	Ordinary	98,729
27/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	24,956	90,839.84	Ordinary	24,956
13/07/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-432	-1,412.64	Ordinary	-432
18/07/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-30,603	-97,623.57	Ordinary	-30,603
26/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	16,663	60,653.32	Ordinary	16,663
26/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	24,481	89,110.84	Ordinary	24,481
17/06/2016	HSBC Custody Nominees (Australia) Limited.	Buy	51,463	174,974.20	Ordinary	51,463
26/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	3,637	13,238.68	Ordinary	3,637
18/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	9,807	31,284.33	Ordinary	9,807
17/06/2016	HSBC Custody Nominees (Australia) Limited.	Buy	485,000	1,649,000.00	Ordinary	485,000
6/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	36,201	108,965.01	Ordinary	36,201
13/07/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-10,129	-33,121.83	Ordinary	-10,129
13/07/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-41,610	-136,064.70	Ordinary	-41,610
13/07/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-44,420	-145,253.40	Ordinary	-44,420
27/07/2016	HSBC Custody Nominees (Australia) Limited.	Buy	110,729	403,053.56	Ordinary	110,729
	<b>Total</b>		<b>727,886</b>	<b>2,546,007.86</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
27/07/2016	JP Morgan Chase Bank	Buy	108,263	394,077.32	Ordinary	108,263
27/07/2016	JP Morgan Chase Bank	Buy	53,822	195,912.08	Ordinary	53,822
26/07/2016	JP Morgan Chase Bank	Buy	14,780	53,799.20	Ordinary	14,780
18/07/2016	JP Morgan Chase Bank	Buy	22,797	72,722.43	Ordinary	22,797
13/07/2016	JP Morgan Chase Bank	Buy	209,855	686,225.85	Ordinary	209,855
18/07/2016	JP Morgan Chase Bank	Buy	687	2,191.53	Ordinary	687
13/07/2016	JP Morgan Chase Bank	Sell	-47,060	-153,886.20	Ordinary	-47,060
13/07/2016	JP Morgan Chase Bank	Sell	-22,028	-72,031.56	Ordinary	-22,028
26/07/2016	JP Morgan Chase Bank	Buy	9,339	33,993.96	Ordinary	9,339
	<b>Total</b>		<b>350,455</b>	<b>1,213,004.61</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/07/2016	National Australia Bank Limited	Sell	-4,970	-16,251.90	Ordinary	-4,970

27/07/2016	National Australia Bank Limited	Buy	13,776	50,144.64	Ordinary	13,776
23/06/2016	National Australia Bank Limited	Buy	278,860	945,335.40	Ordinary	278,860
26/07/2016	National Australia Bank Limited	Buy	2,402	8,743.28	Ordinary	2,402
17/06/2016	National Australia Bank Limited	Buy	101,554	345,283.60	Ordinary	101,554
18/07/2016	National Australia Bank Limited	Buy	115	366.85	Ordinary	115
15/06/2016	National Australia Bank Limited	Buy	137,591	492,575.78	Ordinary	137,591
29/06/2016	National Australia Bank Limited	Buy	158,547	542,230.74	Ordinary	158,547
6/07/2016	National Australia Bank Limited	Buy	85,281	256,695.81	Ordinary	85,281
13/07/2016	National Australia Bank Limited	Sell	-638	-2,086.26	Ordinary	-638
20/06/2016	National Australia Bank Limited	Buy	142,971	493,249.95	Ordinary	142,971
	<b>Total</b>		<b>915,489</b>	<b>3,116,287.89</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
17/06/2016	National Australian Custodian Services	Buy	49,938	169,789.20	Ordinary	49,938
6/07/2016	National Australian Custodian Services	Buy	41,936	126,227.36	Ordinary	41,936
	<b>Total</b>		<b>91,874</b>	<b>296,016.56</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/07/2016	National Custodian Nominees	Sell	-7,537	-24,645.99	Ordinary	-7,537
26/07/2016	National Custodian Nominees	Sell	-15,925	-57,967.00	Ordinary	-15,925
18/07/2016	National Custodian Nominees	Buy	21,575	68,824.25	Ordinary	21,575
	<b>Total</b>		<b>-1,887</b>	<b>-13,788.74</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
14/07/2016	National Nominees Limited	Buy	14,100	44,697.00	Ordinary	14,100
	<b>Total</b>		<b>14,100</b>	<b>44,697.00</b>		

<b>BT Investment Management (Institutional Limited Total :</b>	<b>2,163,921</b>	<b>7,452,169.67</b>				
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