

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial
holder**

To Company Name/Scheme	MANTRA GROUP LIMITED
ACN/ARSN	137 639 395
1. Details of substantial holder (1) Name	YARRA CAPITAL MANAGEMENT HOLDINGS PTY LTD ACN 614 782 795 (YCMH); YARRA MANAGEMENT NOMINEES PTY LTD ACN 616 681 068 (YMN); AA AUSTRALIA FINCO PTY LTD ACN 614 781 172 (FINCO); TA SP AUSTRALIA TOPCO PTY LTD ACN 612 486 452 (TOPCO); TA UNIVERSAL INVESTMENT HOLDINGS LTD (UNIVERSAL)
ACN/ARSN (if applicable)	See above

The holder became a substantial holder on 13/1/17**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 Fully Paid Shares	15,966,513	15,966,513	5.3722%

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
YCMH	Relevant interest pursuant to s608(3)(b) of the Corporations Act (CA), being a relevant interest held through a body corporate (Yarra Funds Management Limited ACN 005 885 567 (YFM)) that YCMH controls	Ordinary Fully Paid Shares / 15,966,513
YMN	Relevant interest pursuant to s608(3)(a) of the CA, being a relevant interest held through a body corporate (YCMH) in which YMN's voting power is more than 20%	Ordinary Fully Paid Shares / 15,966,513
FINCO	Relevant interest pursuant to s608(3)(a) of the CA, being a relevant interest held through a body corporate (YCMH) in which FINCO's voting power is more than 20%	Ordinary Fully Paid Shares / 15,966,513
TOPCO	Relevant interest pursuant to s608(3)(b) of the CA, being a relevant interest held through a body corporate (FINCO) that TOPCO controls	Ordinary Fully Paid Shares / 15,966,513
UNIVERSAL	Relevant interest pursuant to s608(3)(b) of the CA, being a relevant interest held through a body corporate (TOPCO) that UNIVERSAL controls	Ordinary Fully Paid Shares / 15,966,513

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
All substantial holders named in 1 above	RBC Dexia Investor Services Australia Pty Limited; UBS AG Australia Branch	YFM as the responsible entity for a range of managed investment schemes	Ordinary Fully Paid Shares / 2,150,796
All substantial holders named in 1 above	JP Morgan Chase Bank, Sydney; National Australia Bank Limited; State Street, Sydney	Various clients of YFM	Ordinary Fully Paid Shares / 13,815,718

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	
YCMH	13/01/17	Nil	Nil	Ordinary Fully Paid Shares / 15,966,513
YMN	13/01/17	Nil	Nil	Ordinary Fully Paid Shares / 15,966,513
FINCO	13/01/17	Nil	Nil	Ordinary Fully Paid Shares / 15,966,513
TOPCO	13/01/17	Nil	Nil	Ordinary Fully Paid Shares / 15,966,513
UNIVERSAL	13/01/17	Nil	Nil	Ordinary Fully Paid Shares / 15,966,513

6. Associates

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

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

7. Addresses

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

Name	Address
YCMH	LEVEL 19, 101 COLLINS STREET, MELBOURNE VICTORIA 3000
YMN	LEVEL 19, 101 COLLINS STREET, MELBOURNE VICTORIA 3000
FINCO	58 GIPPS STREET, COLLINGWOOD VICTORIA 3066
TOPCO	58 GIPPS STREET, COLLINGWOOD VICTORIA 3066
UNIVERSAL	3RD FLOOR, DEVONSHIRE HOUSE 1 MAYFAIR PLACE, LONDON W1J 8AJ, UNITED KINGDOM

Signature

print name BARRY WHITEHEAD

capacity COMPANY SECRETARY OF YFM

sign here

date 17 / 01 / 17

