
MINERAL RESOURCES LIMITED (ACN 118 549 910)

NOTICE OF VARIATION OF TAKEOVER OFFER

- To:
1. Mesa Minerals Limited (ACN 009 113 160) (Mesa).
 2. Persons to whom MRL made the Offer dated 12 April 2010 under the takeover bid referred to in this notice.
 3. The Australian Securities and Investments Commission (ASIC).
 4. ASX Limited (ASX).
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1. EXTENSION OF SHARE OFFER PERIOD

MRL gives notice under section 650D(1) of the *Corporations Act 2001* that it varies the off-market takeover offer (**Offer**) by MRL to acquire all of the issued fully paid ordinary shares in Mesa Minerals Limited (**Mesa**), as set out in MRL's bidder's statement dated and lodged with the Australian Securities and Investments Commission (**ASIC**) on 6 April 2010 (**Bidder's Statement**), by extending the Offer Period set out in Section 1.3 of Annexure A of the Bidder's Statement so that the Offer now ends at 5.00pm (WST/Perth time) on 2nd June 2010 (unless further extended or withdrawn).

All references in the Bidder's Statement to the Offer Period, and the closing date of the Offer, are varied accordingly.

2. NEW DATE FOR GIVING NOTICE OF THE STATUS OF CONDITIONS

MRL gives notice under section 630(2)(b) of the *Corporations Act* that:

- (a) the new date for giving notice of the status of the conditions set out in Section 1.10(a) of Annexure A of the Bidder's Statement is 26th May 2010;
- (b) as at the date of this Notice, the condition set out in Section 1.10(a)(ii) of Annexure A of the Bidder's Statement has been fulfilled (**Minority Shareholder Action Defeated**); and
- (c) other than as set out above, as at the date of this Notice, the Offer has not been freed from any of the conditions set out in Section 1.10(a) of Annexure A of the Bidder's Statement and none of the conditions set out in Section 1.10(a) of Annexure A of the Bidder's Statement have been fulfilled.

Unless the context requires otherwise, defined terms in the Bidder's Statement have the same meaning in this notice.

Approved by a unanimous resolution passed by the directors of Mineral Resources Limited.



Chris Ellison

Director

Dated: 7th May 2010

A copy of this notice was lodged with ASIC on the date set out above. Neither the ASIC nor any of its officers takes any responsibility for the contents of this notice.