
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 who have not accepted the Offer.
 3. The Australian Securities and Investments Commission (ASIC).
 4. ASX Limited (ASX).
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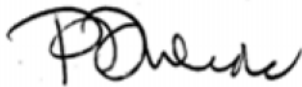
1. EXTENSION OF SHARE OFFER PERIOD

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Bidder's Statement so that the Offer now ends at 5.00pm (WST/Perth time) on 16 July 2010 (unless further extended or withdrawn).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.

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.



Peter Wade

Managing Director

Dated: 2 July 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.