

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: Company Name/Scheme MINERAL RESOURCES LIMITED

ACN/ARSN 118 549 910

1. Details of substantial holder (1)

Name Mrs Georgina Hope Rinehart and Hancock Prospecting Pty Ltd (HPPL) and subsidiaries of HPPL as set out in Annexure A (referred to together as the HPPL Group)

ACN/ARSN (if applicable) 008 676 417

The holder became a substantial holder on 04 / 08 / 2011

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	15,185,186	15,185,186	8.26%

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
Hancock Manganese Pty Ltd (Hancock Manganese)	Pursuant to section 608(1)(a) and/or 608(8) of the Corporations Act 2001 (Cwlth)	10,000,000 ordinary shares
Other members of the HPPL Group	Pursuant to sections 608(1)(b), 608(1)(c) or 608(3)(b) of the Corporations Act or as associates	5,185,186 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:

Holders of relevant interest	Registered holder of Securities	Person entitled to be registered as a holder (8)	Class and number of securities
The HPPL Group	Hancock Manganese Pty Ltd	Hancock Manganese Pty Ltd	10,000,000 ordinary shares
	Hancock Prospecting Pty Ltd	Hancock Prospecting Pty Ltd	5,185,186 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	
The HPPL Group	4 August 2011	\$60,500,000		10,000,000 ordinary shares

6. Associates

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

Name and ACN/ARSN (if applicable)	Nature of association
See Annexure A	Bodies corporate controlled by HPPL

7. Addresses

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

Name	Address
All members of the HPPL Group	Level 3, 28-42 Ventnor Avenue, West Perth, 6005

Signature

print name Jay Newby capacity Company Secretary/Agent

sign here Jay Newby date 04 / 08 / 2011

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant issues (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, 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 A

This is Annexure A of 1 page referred to in Form 603 (Notice of initial substantial holder) given by Mrs Georgina Hope Rinehart and Hancock Prospecting Pty Ltd and its subsidiaries.

4 August 2011

Jay Newby
Company Secretary/Agent

Date

ENTITY NAME	AUSTRALIAN COMPANY NUMBER
Hancock Prospecting Pty Ltd	008 676 417
Auster Investments Pty Ltd	076 430 503
Central Pilbara Holdings Pty Ltd	132 394 168
Central Pilbara North Iron Ore Pty Ltd	132 394 480
Central Pilbara South Iron Ore Pty Ltd	132 394 471
Dinari Pty Ltd	NI 149/71
Ethel Creek Iron Ore Pty Ltd	132 394 140
Gayna Park Pty Ltd	009 294 722
Georgina Hancock (1965) Pty Ltd	008 696 884
Hancock Alfa West Pty Ltd	149 609 209
Hancock Coal Infrastructure Pty Ltd	132 394 122
Hancock Coal Pty Ltd	130 249 973
Hancock Energy Pty Ltd	130 249 624
Hancock Exploration Management Services Pty Ltd	127 071 836
Hancock Galilee Pty Ltd	136 381 970
Hancock Kevin's Corner Pty Ltd	132 394 131
Hancock Manganese Pty Ltd	131 992 277
Hancock Minerals Pty Ltd	057 326 824
Hanrine Finance Pty Ltd	142 927 900
Hanrine Investments Pty Ltd	145 852 991
Hedland Holdings Pty Ltd	142 021 770
Hope Downs Iron Ore Pty Ltd	071 514 308
Hope Downs Management Services Pty Ltd	081 380 930
HPPL Pastoral Properties Pty Ltd	078 739 956
Jasmin Walk Pty Ltd	149 227 485
Langford Investments Pty Ltd	062 582 601
Marillana Iron Ore Pty Ltd	132 394 159
Minerals Australia Pty Ltd	124 475 538
Mulga Downs Iron Ore Pty Ltd	080 659 150
Mulga Downs Pty Ltd	057 326 815
Nicholas Downs Pty Ltd	131 992 295
Outram (SPV) Pty Ltd	115 004 147
Queensland Coal Investments Pty Ltd	144 920 187
Queensland Resource Properties Pty Ltd	146 118 087
Roy Hill Holdings Pty Ltd	123 721 077
Roy Hill Infrastructure Pty Ltd	130 249 633
Roy Hill Iron Ore Pty Ltd	123 722 038
Timeview Enterprises Pty Ltd	147 613 312
Ventnor Entertainment Services Pty Ltd	146 118 087
Weststraint Resources Pty Ltd	009 083 783
Wingfield Avenue Pty Ltd	065 980 181