

## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

To, Company Name/Scheme Mineral Resources Ltd.  
ACN/ARSN 118 549 910

#### 1. Details of substantial holder (1)

Name RS Investment Management Co. LLC  
ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on 23 / 5 / 13  
The previous notice was given to the company on 17 / 5 / 13  
The previous notice was dated 16 / 5 / 13

#### 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 to 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	13,181,492	7.09	15,051,865	8.09

#### 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	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
17-May-13	RS Investment Management Co. LLC	Acquisition of shares	9.28	750,000	738,145
20-May-13	RS Investment Management Co. LLC	Acquisition of shares	9.17	216,198	212,853
21-May-13	RS Investment Management Co. LLC	Acquisition of shares	9.05	400,000	393,780
22-May-13	RS Investment Management Co. LLC	Acquisition of shares	9.10	300,000	296,175
23-May-13	RS Investment Management Co. LLC	Acquisition of shares	8.84	234,000	230,320

**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
RS Investment Management Co. LLC	Bank of New York, Brussels	Bank of New York, Brussels	RS Investment Management Co. LLC is an investment adviser registered with the U.S. Securities and Exchange Commission with power to exercise control over disposal of the securities on behalf of its clients.	27,530	27,530
RS Investment Management Co. LLC	Chase Nominees Limited	Chase Nominees Limited	Same as above	77,786	77,786
RS Investment Management Co. LLC	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	Same as above	12,615,876	12,399,525
RS Investment Management Co. LLC	National Nominees Limited	National Nominees Limited	Same as above	1,488,485	1,435,324
RS Investment Management Co. LLC	State Street Nominees Limited	State Street Nominees Limited	Same as above	1,111,700	1,111,700

**5. Changes in association**

The persons who have become associates (2) of, 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
Not Applicable	

**6. Addresses**

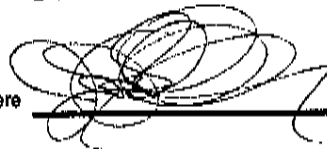
The addresses of persons named in this form are as follows:

Name	Address
RS Investment Management Co. LLC	388 Market Street, Suite 1700 San Francisco, CA 94111 USA

**Signature**

print name John Sanders capacity Chief Compliance Officer

sign here



date 23 / 5 / 13