

Form 603Corporations 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 **Airlie Funds Management Pty Ltd ('Airlie') on its own behalf and on behalf of Magellan Financial Group Limited and its related bodies corporate in Annexure A ('Magellan')**ACN/ARSN (if applicable) **Airlie (ACN 159 022 974), Magellan (see Annexure A)**The holder became a substantial holder on **1/10/2019****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	9,557,693	9,557,693	5.08%

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
Airlie	Refer to Annexure A	
Magellan	Refer to Annexure A	

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
Refer to Annexure B			

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	
Refer to Annexure B				

6. Associates

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

Name and ACN/ARSN (if applicable)	Nature of association
Magellan	Refer to Annexure A

7. Addresses

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

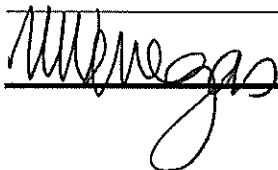
Name	Address
Magellan	MLC Centre, Level 36, 19 Martin Place, Sydney, NSW, 2000
Airlie	MLC Centre, Level 36, 19 Martin Place, Sydney NSW, 2000

Signature

print name Marcia Venegas

capacity Company Secretary

sign here



date 3/10/2019

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (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, or influence 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**1. Details of substantial holder****Magellan:**

Magellan Financial Group Limited (ACN 108 437 592)

Magellan Asset Management Limited (ACN 120 593 946)

3. Details of relevant interests***Nature of relevant interest***

Airlie has a relevant interest under section 608(1)(b) and/or section 608(1)(c) of the Corporations Act 2001 (Cth) ("**Act**"), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of the securities in its capacity as investment manager (as provided for under its investment mandates).

Magellan is an associate of Airlie pursuant to section 12(2)(a) of the Act and has a relevant interest in all shares held by Airlie by virtue of section 608(3) of the act. Please refer to the ASX announcement made by Magellan Financial Group Limited on 6 February 2018 (<https://www.asx.com.au/asxpdf/20180206/pdf/43rc70vb8d17kt.pdf>).

ANNEXURE B**Table A - Details of present registered holders of securities**

Registered Holder	Number of securities	Class of securities
BNP Paribas	524,229	Ordinary Fully Paid Shares
Citigroup	832,273	Ordinary Fully Paid Shares
JP Morgan	4,047,313	Ordinary Fully Paid Shares
National Australia Bank Limited	475,998	Ordinary Fully Paid Shares
Northern Trust	2,532,920	Ordinary Fully Paid Shares
State Street	1,144,960	Ordinary Fully Paid Shares
TOTAL	9,557,693	

Table B – Consideration

Date of Change	Transaction Type	Consideration (Cash AUD)	No. of Securities	Class
4/06/2019	Purchase	\$1,431,160.00	100,000	Ordinary Fully Paid Shares
5/06/2019	Purchase	\$4,446,582.70	304,252	Ordinary Fully Paid Shares
7/06/2019	Purchase	\$4,399,956.00	310,000	Ordinary Fully Paid Shares
14/06/2019	Purchase	\$1,892,738.90	126,231	Ordinary Fully Paid Shares
17/06/2019	Purchase	\$13,804.59	948	Ordinary Fully Paid Shares
18/06/2019	Purchase	\$2,178,615.00	150,000	Ordinary Fully Paid Shares
19/06/2019	Purchase	\$5,171,833.79	344,828	Ordinary Fully Paid Shares
27/06/2019	Purchase	\$2,843,439.28	185,297	Ordinary Fully Paid Shares
28/06/2019	Purchase	\$200,743.99	13,080	Ordinary Fully Paid Shares
17/07/2019	Purchase	\$2,947,420.00	200,000	Ordinary Fully Paid Shares
26/07/2019	Purchase	\$4,458,465.00	275,000	Ordinary Fully Paid Shares
29/07/2019	Purchase	\$325,169.50	20,080	Ordinary Fully Paid Shares
30/07/2019	Purchase	\$809,290.00	50,000	Ordinary Fully Paid Shares
31/07/2019	Purchase	\$804,165.00	50,000	Ordinary Fully Paid Shares
1/08/2019	Purchase	\$3,293,020.00	200,000	Ordinary Fully Paid Shares
2/08/2019	Purchase	\$1,569,860.00	100,000	Ordinary Fully Paid Shares
5/08/2019	Purchase	\$2,240,400.00	150,000	Ordinary Fully Paid Shares
6/08/2019	Purchase	\$2,939,220.00	200,000	Ordinary Fully Paid Shares
7/08/2019	Purchase	\$726,350.00	50,000	Ordinary Fully Paid Shares
8/08/2019	Purchase	\$1,476,110.00	100,000	Ordinary Fully Paid Shares
9/08/2019	Purchase	\$2,921,301.72	198,449	Ordinary Fully Paid Shares
12/08/2019	Purchase	\$708,360.00	50,000	Ordinary Fully Paid Shares
13/08/2019	Purchase	\$2,221,441.03	158,874	Ordinary Fully Paid Shares
16/08/2019	Purchase	\$671,355.00	50,000	Ordinary Fully Paid Shares
19/08/2019	Purchase	\$2,711,240.00	200,000	Ordinary Fully Paid Shares
20/08/2019	Purchase	\$3,616,908.51	262,302	Ordinary Fully Paid Shares
23/08/2019	Purchase	\$181,882.49	13,543	Ordinary Fully Paid Shares
26/08/2019	Purchase	\$1,302,200.00	100,000	Ordinary Fully Paid Shares
27/08/2019	Purchase	\$5,035,559.59	387,521	Ordinary Fully Paid Shares

Date of Change	Transaction Type	Consideration (Cash AUD)	No. of Securities	Class
28/08/2019	Purchase	\$2,157,284.36	166,129	Ordinary Fully Paid Shares
29/08/2019	Purchase	\$1,348,152.49	104,254	Ordinary Fully Paid Shares
30/08/2019	Purchase	\$4,472,117.39	337,957	Ordinary Fully Paid Shares
2/09/2019	Purchase	\$4,172,586.45	314,118	Ordinary Fully Paid Shares
3/09/2019	Purchase	\$1,164,226.81	87,101	Ordinary Fully Paid Shares
4/09/2019	Purchase	\$282,971.86	21,712	Ordinary Fully Paid Shares
9/09/2019	Purchase	\$1,355,050.00	100,000	Ordinary Fully Paid Shares
10/09/2019	Purchase	\$3,758,687.42	274,497	Ordinary Fully Paid Shares
11/09/2019	Purchase	\$714,719.10	51,000	Ordinary Fully Paid Shares
12/09/2019	Purchase	\$7,952,704.99	559,460	Ordinary Fully Paid Shares
13/09/2019	Purchase	\$4,365,624.41	304,869	Ordinary Fully Paid Shares
17/09/2019	Purchase	\$49,328.29	3,494	Ordinary Fully Paid Shares
18/09/2019	Purchase	\$600,056.91	42,534	Ordinary Fully Paid Shares
19/09/2019	Purchase	\$3,252,490.30	232,535	Ordinary Fully Paid Shares
20/09/2019	Purchase	\$775,863.00	55,000	Ordinary Fully Paid Shares
24/09/2019	Purchase	\$2,429,429.71	177,902	Ordinary Fully Paid Shares
25/09/2019	Purchase	\$1,324,760.00	100,000	Ordinary Fully Paid Shares
26/09/2019	Purchase	\$2,454,193.06	184,435	Ordinary Fully Paid Shares
30/09/2019	Purchase	\$2,379,132.01	178,513	Ordinary Fully Paid Shares
1/10/2019	Purchase	\$7,956,941.26	603,959	Ordinary Fully Paid Shares
	Total	\$116,504,911.90	8,249,874	

Date of Change	Transaction Type	Consideration (Cash AUD)	No. of Securities	Class
26/06/2019	Sale	\$2,266,200.00	150,000	Ordinary Fully Paid Shares
27/06/2019	Sale	\$2,303,115.00	150,000	Ordinary Fully Paid Shares
11/07/2019	Sale	\$1,529,790.00	100,000	Ordinary Fully Paid Shares
22/07/2019	Sale	\$2,281,440.00	150,000	Ordinary Fully Paid Shares
24/07/2019	Sale	\$1,554,200.00	100,000	Ordinary Fully Paid Shares
25/07/2019	Sale	\$122,940.46	7,998	Ordinary Fully Paid Shares
26/07/2019	Sale	\$416,062.50	25,000	Ordinary Fully Paid Shares
	Total	\$10,473,747.96	682,998	