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Date: 23 May 2014

To: ASX Market Announcements

To: Mineral Resourced Limited
Company Secretary

From: Bill Fuggle

Pages (w/cover): 6

Re: **Mineral Resources Limited (ASX: MIN) - Notice of Change of Interests of Substantial Holder (Form 604) from Southeastern Asset Management, Inc.**

Fax: 1300 135 638

Fax: (08) 9329 3601

Fax: +61 2 9225 1595

Tel: +61 2 8922 5100

Dear Sir/Madam

We act for Southeastern Asset Management, Inc. (SAM Inc.).

Please see enclosed a Notice of Change of Interests of Substantial Holder (Form 604) from SAM Inc. in relation to Mineral Resources Limited.

Regards
BAKER & MCKENZIEBill Fuggle
Partner
+61 2 8922 5100
Bill.Fuggle@bakermckenzie.com**Privacy and Confidentiality Notice**

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Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme MINERAL RESOURCES LIMITED

ACN/ARSN 118 549 910

1. Details of substantial holder (1)

Name Southeastern Asset Management, Inc.

ACN (if applicable) _____

There was a change in the interests of the substantial holder on :

21 / 05 / 2014

The previous notice was given to the company on

21 / 05 / 2014

The previous notice was dated

21 / 05 / 2014

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	10,034,822	5.38%	14,405,922	7.72%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest or 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
21 May 2014 and 22 May 2014	Southeastern Asset Management, Inc.	Increase in shares held by investment manager	See Annexure A	Ordinary Shares 9,016,600	Southeastern Asset Management, Inc.

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
Southeastern Asset Management, Inc.	Northern Trust Corporation	Northern Trust Corporation	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 3,316,500	1,302,500
Southeastern Asset Management, Inc.	Deutsche Bank AG	Deutsche Bank AG	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 35,600	35,600
Southeastern Asset Management, Inc.	The Bank of New York Mellon Corporation	The Bank of New York Mellon Corporation	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 3,393,700	1,280,500
Southeastern Asset Management, Inc.	State Street Corporation	State Street Corporation	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 2,034,500	1,515,700
Southeastern Asset Management, Inc.	Colorado State Bank & Trust	Colorado State Bank & Trust	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 65,200	65,200
Southeastern Asset Management, Inc.	JP Morgan Chase Bank, N.A.	JP Morgan Chase Bank, N.A.	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 113,300	113,300
Southeastern Asset Management, Inc.	Banque Pictet & Cie SA	Banque Pictet & Cie SA	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 57,800	57,800

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 (if applicable)	Nature of association
N/A	

6. Addresses

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

Name	Address
Southeastern Asset Management, Inc.	6410 Poplar Avenue Suite 900, Memphis, TN 38119 USA

Signature

print name Joseph A. Antonio

Capacity Legal & Compliance Officer

date 23 / 05 / 2014

sign here



Directions

1. If there are a number of substantial shareholders 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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
6. Include details of:
 - (a) any relevant agreement or other circumstances by which the change in relevant interest occurred. 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.
7. 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.
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. Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure "A" of 2 pages referred to in the above Form 604

Southeastern Asset Management
MASTER TRANSACTION SUMMARY

Tran Code	Security	Date Of Acquisition	Quantity	Consideration Amount
by	Mineral Resources Ltd.	5/21/2014	23200	10.64
by	Mineral Resources Ltd.	5/21/2014	95900	10.68
by	Mineral Resources Ltd.	5/21/2014	3700	10.64
by	Mineral Resources Ltd.	5/21/2014	15200	10.68
by	Mineral Resources Ltd.	5/21/2014	8500	10.64
by	Mineral Resources Ltd.	5/21/2014	35300	10.68
by	Mineral Resources Ltd.	5/21/2014	12300	10.64
by	Mineral Resources Ltd.	5/21/2014	51000	10.68
by	Mineral Resources Ltd.	5/21/2014	17000	10.64
by	Mineral Resources Ltd.	5/21/2014	70300	10.68
by	Mineral Resources Ltd.	5/21/2014	22700	10.64
by	Mineral Resources Ltd.	5/21/2014	94000	10.68
by	Mineral Resources Ltd.	5/21/2014	112400	10.54
by	Mineral Resources Ltd.	5/21/2014	115600	10.64
by	Mineral Resources Ltd.	5/21/2014	478400	10.68
by	Mineral Resources Ltd.	5/21/2014	6700	10.64
by	Mineral Resources Ltd.	5/21/2014	27900	10.68
by	Mineral Resources Ltd.	5/21/2014	52400	10.64
by	Mineral Resources Ltd.	5/21/2014	216900	10.68
by	Mineral Resources Ltd.	5/21/2014	207800	10.64
by	Mineral Resources Ltd.	5/21/2014	860500	10.68
by	Mineral Resources Ltd.	5/21/2014	30400	10.64
by	Mineral Resources Ltd.	5/21/2014	125900	10.68
by	Mineral Resources Ltd.	5/21/2014	22100	10.64
by	Mineral Resources Ltd.	5/21/2014	91700	10.68
by	Mineral Resources Ltd.	5/21/2014	6900	10.64
by	Mineral Resources Ltd.	5/21/2014	28600	10.68
by	Mineral Resources Ltd.	5/21/2014	87600	10.54
by	Mineral Resources Ltd.	5/21/2014	40200	10.64
by	Mineral Resources Ltd.	5/21/2014	166100	10.68
by	Mineral Resources Ltd.	5/21/2014	5600	10.64
by	Mineral Resources Ltd.	5/21/2014	23300	10.68
by	Mineral Resources Ltd.	5/21/2014	17700	10.64
by	Mineral Resources Ltd.	5/21/2014	73100	10.68
by	Mineral Resources Ltd.	5/21/2014	11500	10.64
by	Mineral Resources Ltd.	5/21/2014	47600	10.68
by	Mineral Resources Ltd.	5/21/2014	3300	10.64
by	Mineral Resources Ltd.	5/21/2014	13800	10.68
by	Mineral Resources Ltd.	5/21/2014	6000	10.64
by	Mineral Resources Ltd.	5/21/2014	24700	10.68
by	Mineral Resources Ltd.	5/21/2014	10800	10.64



by	Mineral Resources Ltd.	5/21/2014	44600	10.68
by	Mineral Resources Ltd.	5/21/2014	8600	10.64
by	Mineral Resources Ltd.	5/21/2014	35700	10.68
by	Mineral Resources Ltd.	5/21/2014	6100	10.64
by	Mineral Resources Ltd.	5/21/2014	25300	10.68
by	Mineral Resources Ltd.	5/21/2014	218200	10.64
by	Mineral Resources Ltd.	5/21/2014	903200	10.68
by	Mineral Resources Ltd.	5/21/2014	19200	10.64
by	Mineral Resources Ltd.	5/21/2014	79600	10.68
by	Mineral Resources Ltd.	5/21/2014	53500	10.64
by	Mineral Resources Ltd.	5/21/2014	221400	10.68
by	Mineral Resources Ltd.	5/22/2014	105500	11
by	Mineral Resources Ltd.	5/22/2014	16700	11
by	Mineral Resources Ltd.	5/22/2014	38800	11
by	Mineral Resources Ltd.	5/22/2014	56300	11
by	Mineral Resources Ltd.	5/22/2014	77100	11
by	Mineral Resources Ltd.	5/22/2014	103300	11
by	Mineral Resources Ltd.	5/22/2014	417700	11
by	Mineral Resources Ltd.	5/22/2014	30600	11
by	Mineral Resources Ltd.	5/22/2014	238400	11
by	Mineral Resources Ltd.	5/22/2014	945700	11
by	Mineral Resources Ltd.	5/22/2014	138400	11
by	Mineral Resources Ltd.	5/22/2014	100800	10.99
by	Mineral Resources Ltd.	5/22/2014	31400	11
by	Mineral Resources Ltd.	5/22/2014	97700	11
by	Mineral Resources Ltd.	5/22/2014	25400	11
by	Mineral Resources Ltd.	5/22/2014	80000	11
by	Mineral Resources Ltd.	5/22/2014	52300	11
by	Mineral Resources Ltd.	5/22/2014	15200	11
by	Mineral Resources Ltd.	5/22/2014	27100	11
by	Mineral Resources Ltd.	5/22/2014	49100	11
by	Mineral Resources Ltd.	5/22/2014	39300	11
by	Mineral Resources Ltd.	5/22/2014	27600	11
by	Mineral Resources Ltd.	5/22/2014	435800	10.99
by	Mineral Resources Ltd.	5/22/2014	555500	11
by	Mineral Resources Ltd.	5/22/2014	87000	11
by	Mineral Resources Ltd.	5/22/2014	243900	11

