

**BAKER & MCKENZIE****Facsimile Transmission****Baker & McKenzie**  
ABN 32 266 778 912AMP Centre  
Level 27  
50 Bridge Street  
Sydney NSW 2000  
AustraliaP.O. Box R126  
Royal Exchange NSW 1223  
AustraliaTel: +61 2 9225 0200  
Fax: +61 2 9225 1595  
DX: 218 SYDNEY  
www.bakermckenzie.com

**Date:** 12 June 2014

**To:** ASX Market Announcements  
Mineral Resourced Limited

**From:** Bill Fuggle

**Pages (w/cover):** 5

**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

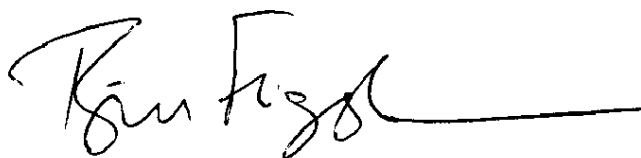
**Tel:** +61 2 8922 5100

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



Bill Fuggle  
Partner  
+61 2 8922 5100  
Bill.Fuggle@bakermckenzie.com

**Privacy and Confidentiality Notice**

The information contained in this facsimile is intended for the named recipients only. It may contain privileged and confidential information, and if you are not an intended recipient, you must not copy, distribute or take any action in reliance on it. If you have received this facsimile in error, please notify us immediately by collect telephone call and return the original to the sender by mail. We will reimburse you for the postage.

**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 :

10 & 11/06 / 2014

The previous notice was given to the company on

27 / 05 / 2014

The previous notice was dated

27 / 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	17,659,322	9.47%	20,548,785	11.01%

**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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
10 June 2014 & 11 June 2014	Southeastern Asset Management, Inc.	Increase in shares held by investment manager	See Annexure A	Ordinary Shares 2,889,463	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 2,647,993	2,647,993
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 186,390	186,390
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 55,080	55,080

**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:

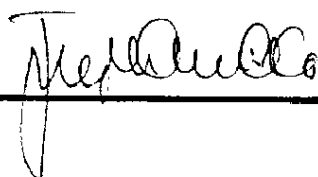
Name	Address
Southeastern Asset Management, Inc.	6410 Poplar Avenue Suite 900, Memphis, TN 38119 USA

**Signature**

print name Joseph A. Antonio

Capacity Legal & Compliance Officer  
date 12 / 06 / 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 1 page referred to in the above Form 604  
Southeastern Asset Management, Inc.

Code	Security	Date	Quantity	Amount
by	Mineral Resources Ltd.	6/2/2014	202067	10.39
by	Mineral Resources Ltd.	6/3/2014	226964	10.46
by	Mineral Resources Ltd.	6/4/2014	158914	10.44
by	Mineral Resources Ltd.	6/5/2014	58896	10.32
by	Mineral Resources Ltd.	6/6/2014	100499	10.3
by	Mineral Resources Ltd.	6/10/2014	104444	10.36
by	Mineral Resources Ltd.	6/10/2014	1169896	10.36
by	Mineral Resources Ltd.	6/11/2014	247542	10.1
by	Mineral Resources Ltd.	6/2/2014	33736	10.39
by	Mineral Resources Ltd.	6/3/2014	37892	10.46
by	Mineral Resources Ltd.	6/4/2014	26531	10.44
by	Mineral Resources Ltd.	6/5/2014	9833	10.32
by	Mineral Resources Ltd.	6/6/2014	16779	10.3
by	Mineral Resources Ltd.	6/10/2014	17400	10.3
by	Mineral Resources Ltd.	6/10/2014	195300	10.3
by	Mineral Resources Ltd.	6/11/2014	41300	10.1
by	Mineral Resources Ltd.	6/2/2014	9915	10.39
by	Mineral Resources Ltd.	6/3/2014	11137	10.46
by	Mineral Resources Ltd.	6/4/2014	7798	10.44
by	Mineral Resources Ltd.	6/5/2014	2890	10.32
by	Mineral Resources Ltd.	6/6/2014	4932	10.3
by	Mineral Resources Ltd.	6/10/2014	5100	10.36
by	Mineral Resources Ltd.	6/10/2014	57400	10.36
by	Mineral Resources Ltd.	6/11/2014	12100	10.1
by	Mineral Resources Ltd.	6/2/2014	4915	10.39
by	Mineral Resources Ltd.	6/3/2014	5521	10.46
by	Mineral Resources Ltd.	6/4/2014	3866	10.44
by	Mineral Resources Ltd.	6/5/2014	1433	10.32
by	Mineral Resources Ltd.	6/6/2014	2445	10.3
by	Mineral Resources Ltd.	6/10/2014	2500	10.36
by	Mineral Resources Ltd.	6/10/2014	28400	10.36
by	Mineral Resources Ltd.	6/11/2014	6000	10.1
by	Mineral Resources Ltd.	6/2/2014	6683	10.39
by	Mineral Resources Ltd.	6/3/2014	7507	10.46
by	Mineral Resources Ltd.	6/4/2014	5256	10.44
by	Mineral Resources Ltd.	6/5/2014	1948	10.32
by	Mineral Resources Ltd.	6/6/2014	3324	10.3
by	Mineral Resources Ltd.	6/10/2014	3500	10.36
by	Mineral Resources Ltd.	6/10/2014	38700	10.36
by	Mineral Resources Ltd.	6/11/2014	8200	10.1

END OF INFORMATION

