

**ASX Market Announcement**

**Baker & McKenzie**  
ABN 32 266 778 912

AMP Centre  
Level 27  
50 Bridge Street  
Sydney NSW 2000  
Australia

P.O. Box R126  
Royal Exchange NSW 1223  
Australia

Tel: +61 2 9225 0200  
Fax: +61 2 9225 1595  
DX: 218 SYDNEY  
www.bakermckenzie.com

**Date:** 5 November 2014

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

**From:** Sam Appleton

**Fax:** 1300 135 638

**Fax:** (08) 9329 3601

**Fax:** +61 2 9225 1595

**Tel:** +61 2 8922 5440

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

**Re:** **Mineral Resources Limited (ASX: MIN) - Notice of Initial Substantial Holder (Form 603) from Longleaf Partners International Fund**

Dear Sir/Madam

We act for the Longleaf Partners International Fund (CUSIP 543069405) (the **Fund**) as managed by Southeastern Asset Management, Inc.

Please see enclosed a Notice of Initial Substantial Holder (Form 603) in relation to the Fund's holding in Mineral Resources Limited.

Regards



Sam Appleton  
Senior Associate

+61 2 8922 5440  
aam.appleton@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 603**

Corporations Act 2001

Section 671B

**Notice of initial substantial holder**To Company Name/Scheme MINERAL RESOURCES LTDACN/ARSN 118 549 910**1. Details of substantial holder (1)**Name Longleaf Partners International FundACN (if applicable) CUSIP No. 543069405The holder became a substantial holder on 03/11/2014**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	Persons' votes(5)	Voting power (6)
Ordinary	9,536,322	9,536,322	5.09%

**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
Longleaf Partners International Fund	Power to dispose of, or control the exercise of a power to dispose of, the securities.	9,536,322

**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
Longleaf Partners International Fund	State Street Bank	State Street Bank	9,536,322

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the 4 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	
See Annexure A				

#### 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
N/A	

#### 7. Addresses

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

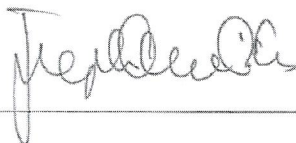
Name	Address
c/o Southeastern Asset Management, Inc.	6410 Poplar Avenue Suite 900, Memphis, Tennessee, 38119 USA

#### Signature

print name: Joseph A. Antonio

Capacity: Legal & Compliance Officer,  
Southeastern Asset Management, Inc.

sign here



date 05/11/2014

### Directions

- 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.
- See the definition of "associate" in section 9 of the Corporations Act 2001.
- See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- The voting shares of a company constitute one class unless divided into separate classes.
- 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.
- The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- Include details of:
  - 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 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.

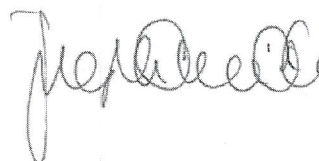
8. If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
9. Details of the consideration must include any and all benefit, money and other, that any person from whom a relevant interest was acquired has, 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.



This is Annexure "A" of 1 page referred to in the above Form 603

Longleaf Partners International Fund

Code	Security	Date	Quantity	Amount
by	Mineral Re	10/30/2014	102600	8.45
by	Mineral Re	10/31/2014	262850	8.48
by	Mineral Re	10/31/2014	952400	8.53
by	Mineral Re	11/3/2014	252650	8.46

A handwritten signature in dark ink, appearing to read "J. P. O'Connell", is written over the right side of the table.