

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:** 18 December 2014

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

**From:** Bill Fuggle

**Fax:** 1300 135 638

**Fax:** (08) 9329 3601

**Fax:** +61 2 9225 1595

**Tel:** +61 2 8922 5100

**Pages (w/cover):** 11

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

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.

SAM Inc. has recently received legal advice which contradicts previous advice it had received in relation to the calculation of a relevant interest in shares. As a result of this change in advice, SAM Inc understands that previous Forms 604 lodged with the ASX were incorrect.

SAM Inc. is correcting the previous Forms 604 by lodging the attached Form 604 showing all changes in substantial holding since the Notice of Initial Substantial Holding (Form 603) was lodged on 19 May 2014.

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 : 16/ 12 / 2014

The previous notice was given to the  
company on 19 / 05 / 2014

The previous notice was dated 19 / 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%	32,951,024	17.60%

**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
16 December 2014	Southeastern Asset Management, Inc.	Increase in shares held by investment manager	See Annexure A	Ordinary Shares 22,916,202	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	Ordinary Shares 11, 678, 023	11, 678, 023

			power to dispose of, the securities.		
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 5,143,413	5,143,413
Southeastern Asset Management, Inc.	US Bank NA	US Bank NA	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 256,100	256,100
Southeastern Asset Management, Inc.	CIBC Mellon	CIBC Mellon	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 215,400	215,400
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 4,593,890	4,593,890
Southeastern Asset Management, Inc.	JP Morgan Chase Bank NA	JP Morgan Chase Bank NA	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 765,576	765,576
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.	Fifth Third Bancorp	Fifth Third Bancorp	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 105,200	105,200
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.	Banque Pictet & Cie SA	Banque Pictet & Cie SA	Power to dispose of, or control the exercise of a	Ordinary Shares	57,800



			power to dispose of, the securities.	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

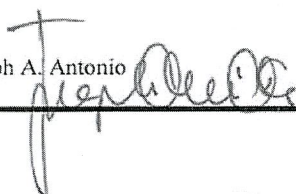
The addresses of persons named in this form are as follows:

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

Signature

print name  
sign here

Joseph A. Antonio



Capacity Legal & Compliance Officer  
date 18 / 12 / 2014

## Directions

- 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.
- 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 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 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
  - 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.
- 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.
- 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".
- 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 7 pages referred to in the above Form 604

Southeastern Asset Management  
MASTER TRANSACTION SUMMARY

Tran Code	Security	Acquisition Date	Quantity	Consideration Amount
----	-----	-----	-----	-----
by	Mineral Res	5/21/2014	23200	247097
by	Mineral Res	5/21/2014	95900	1026712
by	Mineral Res	5/22/2014	105500	1162821
by	Mineral Res	5/23/2014	32700	360537
by	Mineral Res	5/21/2014	3700	39408
by	Mineral Res	5/21/2014	15200	162732
by	Mineral Res	5/22/2014	16700	184067
by	Mineral Res	5/21/2014	8500	90531
by	Mineral Res	5/21/2014	35300	377924
by	Mineral Res	5/22/2014	38800	427654
by	Mineral Res	9/1/2014	75600	807744
by	Mineral Res	5/21/2014	12300	131004
by	Mineral Res	5/21/2014	51000	546010
by	Mineral Res	5/22/2014	56300	620539
by	Mineral Res	7/11/2014	39300	409506
by	Mineral Res	7/15/2014	14000	146819
by	Mineral Res	7/15/2014	26800	281581
by	Mineral Res	7/16/2014	6100	64570
by	Mineral Res	7/16/2014	14500	152845
by	Mineral Res	7/17/2014	18600	196894
by	Mineral Res	5/21/2014	17000	181062
by	Mineral Res	5/21/2014	70300	752637
by	Mineral Res	5/22/2014	77100	849796
by	Mineral Res	7/10/2014	49500	494851
by	Mineral Res	7/10/2014	6000	60391
by	Mineral Res	7/15/2014	19400	203449
by	Mineral Res	7/15/2014	37400	392953
by	Mineral Res	7/16/2014	8500	89975
by	Mineral Res	7/16/2014	20200	212930
by	Mineral Res	7/17/2014	25800	273111

by	Mineral Res	5/21/2014	22700	241771
by	Mineral Res	5/21/2014	94000	1006371
by	Mineral Res	5/22/2014	103300	1138573
by	Mineral Res	7/10/2014	65500	654803
by	Mineral Res	7/10/2014	8000	80521
by	Mineral Res	7/15/2014	25700	269517
by	Mineral Res	7/15/2014	49400	519035
by	Mineral Res	7/16/2014	11300	119614
by	Mineral Res	7/16/2014	26700	281447
by	Mineral Res	7/17/2014	34200	362031
by	Mineral Res	7/18/2014	7175	75427
by	Mineral Res	5/21/2014	112400	1187629
by	Mineral Res	5/21/2014	115600	1231224
by	Mineral Res	5/21/2014	478400	5121784
by	Mineral Res	5/22/2014	417700	4603889
lo	Mineral Res	7/30/2014	-253653	2840914
by	Mineral Res	5/23/2014	482000	5336656
by	Mineral Res	5/21/2014	6700	71360
by	Mineral Res	5/21/2014	27900	298699
by	Mineral Res	5/22/2014	30600	337273
by	Mineral Res	5/23/2014	446000	4938067
by	Mineral Res	5/23/2014	208300	2306277
by	Mineral Res	5/23/2014	286200	3168778
by	Mineral Res	10/30/2014	26751	226758
by	Mineral Res	10/31/2014	36149	307436
by	Mineral Res	10/31/2014	42300	361753
by	Mineral Res	6/2/2014	202067	2105477
by	Mineral Res	6/3/2014	226964	2379246
by	Mineral Res	6/4/2014	158914	1663479
by	Mineral Res	6/5/2014	58896	609430
by	Mineral Res	6/6/2014	100499	1037411
by	Mineral Res	6/10/2014	104444	1082644
by	Mineral Res	6/10/2014	1169896	12151279
by	Mineral Res	6/11/2014	247542	2502118
by	Mineral Res	6/12/2014	796000	7797612
by	Mineral Res	6/13/2014	450400	4315142
by	Mineral Res	6/19/2014	298600	2827414
by	Mineral Res	7/11/2014	374800	3905419
by	Mineral Res	7/14/2014	180000	1887811
by	Mineral Res	7/14/2014	291078	3058873
by	Mineral Res	7/14/2014	750000	7878024
by	Mineral Res	10/10/2014	183977	1731224



by	Mineral Res	5/21/2014	52400	558098
by	Mineral Res	5/21/2014	216900	2322146
by	Mineral Res	5/22/2014	238400	2627645
by	Mineral Res	6/2/2014	33736	351519
by	Mineral Res	6/3/2014	37892	397219
by	Mineral Res	6/4/2014	26531	277721
by	Mineral Res	6/5/2014	9833	101747
by	Mineral Res	6/6/2014	16779	173203
by	Mineral Res	6/10/2014	17400	180365
by	Mineral Res	6/10/2014	195300	2028509
by	Mineral Res	6/11/2014	41300	417454
by	Mineral Res	6/12/2014	133300	1305806
by	Mineral Res	6/13/2014	76000	728132
by	Mineral Res	6/19/2014	49900	472498
by	Mineral Res	5/21/2014	207800	2213220
by	Mineral Res	5/21/2014	860500	9212573
by	Mineral Res	5/22/2014	945700	10423505
by	Mineral Res	11/13/2014	29700	228912
by	Mineral Res	11/13/2014	77300	595789
by	Mineral Res	10/31/2014	3600	30787
by	Mineral Res	11/4/2014	3100	26132
sl	Mineral Res	7/30/2014	-9100	101129
by	Mineral Res	10/31/2014	22500	192422
by	Mineral Res	11/4/2014	19200	161847
by	Mineral Res	10/31/2014	32246	274242
by	Mineral Res	10/31/2014	179200	1532531
by	Mineral Res	11/3/2014	65820	558070
by	Mineral Res	11/4/2014	54734	461382
by	Mineral Res	5/23/2014	178600	1977441
by	Mineral Res	7/10/2014	56787	567699
by	Mineral Res	7/10/2014	7200	72469
by	Mineral Res	7/15/2014	21600	226520
by	Mineral Res	7/15/2014	41600	437082
by	Mineral Res	7/16/2014	9500	100561
by	Mineral Res	7/16/2014	22400	236120
by	Mineral Res	7/17/2014	28700	303809

by	Mineral Res	5/21/2014	30400	323782
by	Mineral Res	5/21/2014	125900	1347894
by	Mineral Res	5/22/2014	138400	1525445
by	Mineral Res	7/11/2014	97200	1012825
by	Mineral Res	7/15/2014	34500	361803
by	Mineral Res	7/15/2014	66300	696599
by	Mineral Res	7/16/2014	15200	160897
by	Mineral Res	7/16/2014	35800	377370
by	Mineral Res	7/17/2014	45700	483766
by	Mineral Res	5/21/2014	22100	235381
by	Mineral Res	5/21/2014	91700	981747
by	Mineral Res	5/22/2014	100800	1108830
by	Mineral Res	5/21/2014	6900	73490
by	Mineral Res	5/21/2014	28600	306194
by	Mineral Res	5/22/2014	31400	346091
by	Mineral Res	5/23/2014	32700	360537
by	Mineral Res	12/4/2014	129500	962799
by	Mineral Res	12/9/2014	35800	249128
by	Mineral Res	5/21/2014	87600	925589
by	Mineral Res	5/21/2014	40200	428159
by	Mineral Res	5/21/2014	166100	1778278
by	Mineral Res	5/22/2014	97700	1076849
by	Mineral Res	5/23/2014	306000	3388001
by	Mineral Res	7/14/2014	49166	516674
by	Mineral Res	7/15/2014	14500	152062
by	Mineral Res	7/15/2014	28000	294190
by	Mineral Res	7/16/2014	6400	67746
by	Mineral Res	7/16/2014	15100	159170
by	Mineral Res	7/17/2014	19400	205362
by	Mineral Res	10/30/2014	102600	869701
by	Mineral Res	10/31/2014	262850	2235454
by	Mineral Res	10/31/2014	952400	8144991
by	Mineral Res	11/3/2014	252650	2142150
by	Mineral Res	11/4/2014	296400	2498511
by	Mineral Res	5/21/2014	5600	59644
by	Mineral Res	5/21/2014	23300	249451
by	Mineral Res	5/22/2014	25400	279959
by	Mineral Res	7/11/2014	17500	182350
by	Mineral Res	7/15/2014	6300	66068
by	Mineral Res	7/15/2014	12100	127132
by	Mineral Res	7/16/2014	2800	29639
by	Mineral Res	7/16/2014	6600	69571
by	Mineral Res	7/17/2014	8400	88920

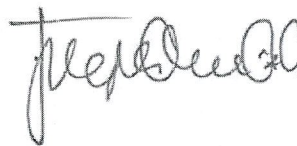


by	Mineral Res	5/21/2014	17700	188518
by	Mineral Res	5/21/2014	73100	782614
by	Mineral Res	5/22/2014	80000	881760
by	Mineral Res	5/23/2014	171000	1893295
by	Mineral Res	7/10/2014	52300	522843
by	Mineral Res	7/10/2014	6300	63410
by	Mineral Res	7/15/2014	20200	211838
by	Mineral Res	7/15/2014	38900	408713
by	Mineral Res	7/16/2014	8900	94209
by	Mineral Res	7/16/2014	21000	221362
by	Mineral Res	7/17/2014	27000	285814
by	Mineral Res	6/2/2014	9915	103311
by	Mineral Res	6/3/2014	11137	116748
by	Mineral Res	6/4/2014	7798	81628
by	Mineral Res	6/5/2014	2890	29904
by	Mineral Res	6/6/2014	4932	50911
by	Mineral Res	6/10/2014	5100	52865
by	Mineral Res	6/10/2014	57400	596193
by	Mineral Res	6/11/2014	12100	122305
by	Mineral Res	6/12/2014	37100	363431
by	Mineral Res	6/13/2014	22200	212691
by	Mineral Res	6/19/2014	14500	137299
by	Mineral Res	6/2/2014	4915	51213
by	Mineral Res	6/3/2014	5521	57876
by	Mineral Res	6/4/2014	3866	40468
by	Mineral Res	6/5/2014	1433	14828
by	Mineral Res	6/6/2014	2445	25239
by	Mineral Res	6/10/2014	2500	25914
by	Mineral Res	6/10/2014	28400	294980
by	Mineral Res	6/11/2014	6000	60647
by	Mineral Res	6/12/2014	18700	183185
by	Mineral Res	6/13/2014	11000	105388
by	Mineral Res	6/19/2014	7300	69123
sl	Mineral Res	7/3/2014	-15191	146046
by	Mineral Res	7/10/2014	29600	295911
by	Mineral Res	7/10/2014	3600	36234
by	Mineral Res	7/15/2014	9900	103822
by	Mineral Res	7/15/2014	19000	199629
by	Mineral Res	7/16/2014	4300	45517
by	Mineral Res	7/16/2014	10300	108573
by	Mineral Res	7/17/2014	13200	139731
by	Mineral Res	5/21/2014	11500	122483
by	Mineral Res	5/21/2014	47600	509609
by	Mineral Res	5/22/2014	52300	576451

by	Mineral Res	5/21/2014	3300	35147
by	Mineral Res	5/21/2014	13800	147744
by	Mineral Res	5/22/2014	15200	167534
by	Mineral Res	5/21/2014	6000	63904
by	Mineral Res	5/21/2014	24700	264440
by	Mineral Res	5/22/2014	27100	298696
by	Mineral Res	6/2/2014	6683	69635
by	Mineral Res	6/3/2014	7507	78695
by	Mineral Res	6/4/2014	5256	55019
by	Mineral Res	6/5/2014	1948	20157
by	Mineral Res	6/6/2014	3324	34312
by	Mineral Res	6/10/2014	3500	36280
by	Mineral Res	6/10/2014	38700	401963
by	Mineral Res	6/11/2014	8200	82884
by	Mineral Res	6/12/2014	25000	244900
by	Mineral Res	6/13/2014	15000	143710
by	Mineral Res	6/19/2014	9700	91848
by	Mineral Res	7/10/2014	46800	467859
by	Mineral Res	7/10/2014	5700	57371
by	Mineral Res	7/15/2014	16000	167793
by	Mineral Res	7/15/2014	30800	323609
by	Mineral Res	7/16/2014	7000	74097
by	Mineral Res	7/16/2014	16700	176036
by	Mineral Res	7/17/2014	21300	225475
by	Mineral Res	5/21/2014	10800	115028
by	Mineral Res	5/21/2014	44600	477491
by	Mineral Res	5/22/2014	49100	541180
by	Mineral Res	5/21/2014	8600	91596
by	Mineral Res	5/21/2014	35700	382207
by	Mineral Res	5/22/2014	39300	433165
by	Mineral Res	10/7/2014	134400	1117812
by	Mineral Res	12/9/2014	27500	191369
by	Mineral Res	5/21/2014	6100	64969
by	Mineral Res	5/21/2014	25300	270864
by	Mineral Res	5/22/2014	27600	304207
by	Mineral Res	5/21/2014	218200	2323988
by	Mineral Res	5/21/2014	903200	9669722
by	Mineral Res	5/22/2014	435800	4793930
by	Mineral Res	5/22/2014	555500	6122721
by	Mineral Res	5/21/2014	19200	204494
by	Mineral Res	5/21/2014	79600	852203
by	Mineral Res	5/22/2014	87000	958914

by	Mineral Res	6/12/2014	147000	1440011
by	Mineral Res	6/13/2014	5600	53652
by	Mineral Res	5/21/2014	53500	569814
by	Mineral Res	5/21/2014	221400	2370324
by	Mineral Res	5/22/2014	243900	2688266
by	Mineral Res	5/23/2014	256100	2835513
by	Mineral Res	5/23/2014	322000	3565152
by	Mineral Res	5/23/2014	215400	2384887

END OF INFORMATION

A handwritten signature in black ink, appearing to read "J. P. Smith", is located to the right of the table.