

ASX Market Announcement

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Date: 24 February 2016

To: ASX Market Announcements

Mineral Resources Limited

From: Bill Fuggle

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Pages (w/cover): 6 pages

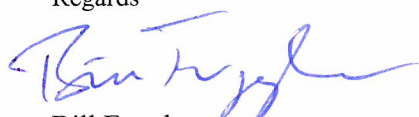
Re: **Mineral Resources Limited (ASX: MIN) - Notice of Change of Interests of Substantial Holder (Form 604) form lodged by Southeastern Asset Management, Inc.**

Dear Sir/Madam,

We act for Southeastern Asset Management, Inc. (**SAM Inc.**), a shareholder in Mineral Resources Limited (ASX: MIN).

Please see enclosed the Notice of Change of Interests of Substantial Holder (Form 604) form lodged on behalf of SAM Inc. in respect of its holding in Mineral Resources Limited.

Regards



Bill Fuggle
Partner

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Bill.Fuggle@bakermckenzie.com

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 : **22 / 02 / 2016**

The previous notice was given to the company on **20 / 01 / 2016**

The previous notice was dated **20 / 01 / 2016**

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	20,350,397	10.83%	12,816,030	6.82%

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
22 Feb 2016	Southeastern Asset Management, Inc.	Decrease in shares held by investment manager	See Annexure A	Ordinary Shares 7,534,367	Southeastern Asset Management, Inc.

4. Present relevant interests (Change)

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 3,104,147	3,104,147

Southeastern Asset Management, Inc.	BNY Mellon-Wealth Management	BNY Mellon-Wealth Management	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 24,900	24,900
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 19,700	19,700
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 7,365,624	7,365,624
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 2,190,972	2,190,972
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 110,687	110,687

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:

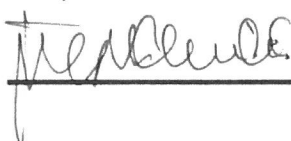
Name	Address
Southeastern Asset Management, Inc.	6410 Poplar Avenue Suite 900, Memphis, TN 38119 USA

Signature

print name: Joseph A. Antonio

Capacity: Legal & Compliance Officer

sign here



date 24 / 02 / 2016

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	Trade Date	Quantity	Trade Amount
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sl	Mineral Re	2/22/2016	18400	5.38
sl	Mineral Re	2/22/2016	20400	5.36
sl	Mineral Re	2/22/2016	18900	5.36
sl	Mineral Re	2/22/2016	53100	5.38
sl	Mineral Re	2/22/2016	3200	5.36
sl	Mineral Re	2/22/2016	18600	5.36
sl	Mineral Re	2/22/2016	6100	5.36
sl	Mineral Re	2/22/2016	14500	5.36
sl	Mineral Re	2/22/2016	51000	5.36
sl	Mineral Re	2/22/2016	20200	5.36
sl	Mineral Re	2/22/2016	14500	5.38
sl	Mineral Re	2/22/2016	16100	5.36
sl	Mineral Re	2/22/2016	14900	5.36
sl	Mineral Re	2/17/2016	189800	4.35
sl	Mineral Re	2/22/2016	57000	5.38
sl	Mineral Re	2/22/2016	121800	5.36
sl	Mineral Re	2/22/2016	40700	5.38
sl	Mineral Re	2/22/2016	87000	5.36
sl	Mineral Re	2/22/2016	172277	5.38
sl	Mineral Re	2/22/2016	750000	5.38
sl	Mineral Re	2/22/2016	180000	5.38
sl	Mineral Re	2/22/2016	128776	5.38
sl	Mineral Re	2/22/2016	98188	5.36
sl	Mineral Re	2/22/2016	158914	5.36
sl	Mineral Re	2/22/2016	202067	5.36
sl	Mineral Re	2/22/2016	374800	5.36
sl	Mineral Re	2/22/2016	1169896	5.36
sl	Mineral Re	2/22/2016	104444	5.36
sl	Mineral Re	2/22/2016	58896	5.36
sl	Mineral Re	2/22/2016	100499	5.36
sl	Mineral Re	2/22/2016	247542	5.36
sl	Mineral Re	2/22/2016	116354	5.36
sl	Mineral Re	2/22/2016	51100	5.38
sl	Mineral Re	2/22/2016	109200	5.36



sl	Mineral Re	2/22/2016	197400	5.38
sl	Mineral Re	2/22/2016	84100	5.38
sl	Mineral Re	2/22/2016	601800	5.36
sl	Mineral Re	2/22/2016	81500	5.38
sl	Mineral Re	2/22/2016	97100	5.36
sl	Mineral Re	2/22/2016	28700	5.36
sl	Mineral Re	2/22/2016	9500	5.36
sl	Mineral Re	2/22/2016	22400	5.36
sl	Mineral Re	2/22/2016	16500	5.36
sl	Mineral Re	2/19/2016	18000	5.35
sl	Mineral Re	2/22/2016	38000	5.38
sl	Mineral Re	2/22/2016	42000	5.36
sl	Mineral Re	2/22/2016	39200	5.36
sl	Mineral Re	2/18/2016	20596	4.62
sl	Mineral Re	2/18/2016	7507	4.62
sl	Mineral Re	2/18/2016	5256	4.62
sl	Mineral Re	2/18/2016	3500	4.62
sl	Mineral Re	2/18/2016	7000	4.62
sl	Mineral Re	2/18/2016	16700	4.62
sl	Mineral Re	2/18/2016	6683	4.62
sl	Mineral Re	2/18/2016	30800	4.62
sl	Mineral Re	2/18/2016	3324	4.62
sl	Mineral Re	2/18/2016	1948	4.62
sl	Mineral Re	2/18/2016	16000	4.62
sl	Mineral Re	2/18/2016	8200	4.62
sl	Mineral Re	2/18/2016	5700	4.62
sl	Mineral Re	2/18/2016	46800	4.62
sl	Mineral Re	2/18/2016	25000	4.62
sl	Mineral Re	2/18/2016	15000	4.62
sl	Mineral Re	2/18/2016	9700	4.62
sl	Mineral Re	1/19/2016	104300	3.54
sl	Mineral Re	1/19/2016	399900	3.54
sl	Mineral Re	1/19/2016	503300	3.54
sl	Mineral Re	1/19/2016	218200	3.54
sl	Mineral Re	2/22/2016	4300	5.38
sl	Mineral Re	2/22/2016	9300	5.36

