

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **BARRA RESOURCES LIMITED**ACN/ARSN **ACN 093 396 859****1. Details of substantial holder (1)**Name **MINERAL RESOURCES LIMITED**ACN/ARSN (if applicable) **ACN 118 549 910**There was a change in the interests of the substantial holder on **31/10/2019**The previous notice was given to the company on **14/09/2018**The previous notice was dated **14/09/2018****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)
<b>Fully paid ordinary shares</b>	<b>57,142,857</b>	<b>10.8%</b>	<b>57,142,857</b>	<b>9.58%</b>

**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
<b>31/10/2019</b>	<b>Mineral Resources Limited</b>	<b>Change in voting power resulting from share placement by Barra Resources Limited</b>	<b>N/A</b>	<b>57,142,857 fully paid ordinary shares</b>	<b>57,142,857 fully paid ordinary shares</b>

**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
<b>Mineral Resources Limited</b>	<b>Mineral Resources Limited</b>	<b>Mineral Resources Limited</b>	<b>Fully paid ordinary shares</b>	<b>57,142,857 fully paid ordinary shares</b>	<b>57,142,857 fully paid ordinary shares</b>

## 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/ARSN (if applicable)	Nature of association
<b>Refer Appendix A</b>	

## 6. Addresses

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

Name	Address
<b>Mineral Resources Limited</b>	<b>1 Sleat Road, Applecross WA 6153</b>

## Signature

print name **Derek Oelofse** capacity **Group Financial Controller/Company Secretary**

sign here  date **13/11/2019**

## DIRECTIONS

- (1) 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 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 because of 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 FORM 604 'NOTICE OF CHANGE  
OF INTERESTS OF SUBSTANTIAL HOLDER' LODGED BY MINERAL RESOURCES  
LIMITED IN RELATION TO BARRA RESOURCES LIMITED ACN 093 396 859

---

Print Name          Derek Oelofse                          Capacity: Group Financial Controller/Company Secretary

Sign Here                                    Date          13/11/2019

---

THIS IS ANNEXURE 'A' OF 2 PAGES REFERRED TO IN FORM 604 'NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER' LODGED BY MINERAL RESOURCES LIMITED IN RELATION TO BARRA RESOURCES LIMITED ACN 093 396 859

---

**3. Associates**

*The associates of the substantial holder at the time of purchase of shares and since are as listed below:*

<b>Name and ACN/ABN (if applicable)</b>	<b>Nature of association</b>	<b>Date of change</b>
Crushing Services International Pty Ltd ( ACN 069 303 377)	Related Body Corporate	
P.I.H.A. Pty Ltd (ACN 061 356 812)	Related Body Corporate	
Process Minerals International Pty Ltd (ACN 063 988 894)	Related Body Corporate	
Polaris Metals Pty Ltd (ACN 085 223 570)	Related Body Corporate	
Eclipse Minerals Pty Ltd (ACN 097 974 813)	Related Body Corporate	
Auvex Resources Pty Ltd (ACN 129 087 832)	Related Body Corporate	
Mineral Resources (Equipment) Pty Ltd (ACN 162 993 080)	Related Body Corporate	
PIHA (Water) Pty Ltd (ACN 162 627 358)	Related Body Corporate	
Steelpile Pty Ltd (ACN 169 849 987)	Related Body Corporate	
Kumina Iron Pty Ltd (ACN 169 725 973)	Related Body Corporate	
MRL Asset Management Pty Ltd (ACN 169 725 964)	Related Body Corporate	
Vigor Materials Handling Pty Ltd (ACN 602 182 463)	Related Body Corporate	
MRL Rail Pty Ltd (ACN 169 516 296)	Related Body Corporate	
MIS. Carbonart Pty Ltd (ACN 160 456 922)	Related Body Corporate	
Flotar Pty Ltd (ACN 608 310 014)	Related Body Corporate	
ACN 611 495 268 Pty Ltd	Related Body Corporate	
ACN 611 494 912 Pty Ltd	Related Body Corporate	
Wodgina Lithium Pty Ltd	Related Body Corporate	
Mineral Resources Transport Pty Ltd (ACN 158 718 195)	Related Body Corporate	
ACN 616 667 442 Pty Ltd	Related Body Corporate	
ACN 616 677 797 Pty Ltd	Related Body Corporate	
ACN 616 678 249 Pty Ltd	Related Body Corporate	
Bulk Ore Shuttle Systems Pty Ltd (ACN 621 413 803)	Related Body Corporate	
Energy Resources Limited (ARBN 009 475 423)	Related Body Corporate	
Cattamarra Farms Pty Ltd (ACN 158 097 431)	Related Body Corporate	
Reed Advanced Minerals Pty Ltd (ACN 142 876 211)	Related Body Corporate	
Reed Industrial Minerals Pty Ltd (ACN 138 805 722)	Related Body Corporate	
ACN 623 115 088 Pty Ltd (ACN 623 115 088)	Related Body Corporate	
Yilgarn Iron Pty Ltd (ACN 626 035 078)	Related Body Corporate	
Iron Resources Pty Ltd (ACN 626 063 796)	Related Body Corporate	
Bauxite Mineral Resources Pty Ltd	Related Body Corporate	
ACN 627 949 535 Pty Ltd	Related Body Corporate	
Magnetite Mineral Resources Pty Ltd	Related Body Corporate	
Graphite Resources Pty Ltd	Related Body Corporate	
ACN 625 973 006 Pty Ltd	Related Body Corporate	
ACN 629 923 753 Pty Ltd	Related Body Corporate	Since 9/11/2018
ACN 629 928 150 Pty Ltd	Related Body Corporate	Since 9/11/2018
ACN 629 927 911 Pty Ltd	Related Body Corporate	Since 9/11/2018
ACN 632 334 037 Pty Ltd	Related Body Corporate	Since 18/3/2019
ACN 632 334 671 Pty Ltd	Related Body Corporate	Since 18/3/2019
ACN 632 334 975 Pty Ltd	Related Body Corporate	Since 18/3/2019
ACN 634 817 244 Pty Ltd	Related Body Corporate	Since 11/7/2019
ACN 634 841 811 Pty Ltd	Related Body Corporate	Since 12/7/2019
MARBL Lithium Operations Pty Ltd	Related Body Corporate	Since 28/10/2019