

Sydney

Level 15, 255 Pitt Street
Sydney NSW 2000 Australia
GPO Box 3698
Sydney NSW 2001
www.challenger.com.au

Telephone 02 9994 7000
Facsimile 02 9994 7777

4 December 2014

The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

By electronic lodgement

Dear Sir/Madam

Re: Notice of initial substantial holder and change of interests of substantial holder – OZ Minerals Limited (OZL)

We attach a Form 603 and Form 604 (**Forms**) in relation to OZ Minerals Limited. Challenger Limited and its subsidiaries became a substantial holder on 29 October 2014. On 18 November 2014 there was a one percent change of interest in the security occurred. Due to an inadvertent data code entry error for the security, notices were not lodged at the relevant times. This data code error has been corrected. The Forms disclose all changes of relevant interests as at 2 December 2014.

Yours faithfully



Andrew Brown
Company Secretary

attach

Melbourne Level 19, 31 Queen Street PO Box 297, Flinders Lane, Melbourne VIC 3000 Telephone 02 9994 7000 Facsimile 02 9994 7777
Brisbane Level 9, 241 Adelaide Street GPO Box 3234, Brisbane QLD 4001 Telephone 07 3136 5400 Facsimile 07 3136 5407
Perth Level 5, 50 Georges Terrace, Perth WA 6000 Telephone 08 9261 7412 Facsimile 08 9321 5277
Adelaide Level 7, Suite 714, 147 Pirie Street Adelaide SA 5000 Telephone 08 7071 7042 Facsimile 08 8227 0395

Challenger Limited ABN 85 106 842 371 Challenger Group Services Pty Limited ABN 91 085 657 307
Challenger Life Company Limited ABN 44 072 486 938 AFSL 234670 Howard Commercial Lending Limited ABN 65 000 033 143
Challenger Listed Investments Limited ABN 94 055 293 644 AFSL 236 887 Challenger Diversified Property Trust 1 ARSN 121 484 606
Challenger Diversified Property Trust 2 ARSN 121 484 713 Challenger Management Services Limited ABN 29 092 382 842 AFSL 234 678
Challenger Retirement and Investment Services Limited ABN 80 115 534 453 AFSL295642 RSE Licence No. L0001304
Challenger Mortgage Management Pty Ltd ABN 72 087 271 109 Challenger Securitisation Management Pty Ltd ABN 56 100 346 898 AFSL 244593

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme **OZ Minerals Limited**

ACN/ARSN **005 482 824**

1. Details of substantial holder (1)

Name **Challenger Limited (and entities listed in Annexure 1)**

ACN / ARSN (if applicable) **106 842 371**

The holder became a substantial holder on **29/10/2014**

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 Fully Paid	Same as persons votes	15,459,935	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
See Annexure 1	Ordinary fully paid shares purchased and sold on market by Challenger Limited and the entities listed in Annexure 1, and obtain a relevant interest by virtue of section 608(3) of the Corporations Act 2001.	See Annexure 2

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
Challenger Limited and each other entity named in Annexure 1	JP Morgan Nominees Australia Ltd	JP Morgan Nominees Australia Ltd	4,788,918 (ordinary fully paid)
As above	Citicorp Nominees Pty Limited	Citicorp Nominees Pty Limited	3,020,818 (ordinary fully paid)
As above	National Nominees Limited	National Nominees Limited	3,987,204 (ordinary fully paid)
As above	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	3,662,995 (ordinary fully paid)

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four 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 1	See Annexure 2	See Annexure 2		See Annexure 2

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	N/A

7. Addresses

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

Name	Address
Challenger Limited and each entity named in Annexure 1	Level 15, 255 Pitt Street, Sydney

Signature

print name **Andrew Brown** capacity **Company Secretary**

sign here  date **04/12/2014**

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 7 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 A.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) 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.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) 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 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.
- (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 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.

Annexure 1

This is page 1 of 5 of Annexure 1 referred to in ASIC Form 603 - Notice of initial substantial holder.



Andrew Brown - Company Secretary of Challenger Limited

04/12/2014

Company Name	ACN / Company No.	Country of Incorporation
255 FINANCE PTY LTD	168 112 507	AUSTRALIA
ACCURIUM HOLDINGS PTY LTD	158 242 936	AUSTRALIA
ACCURIUM PTY LTD	009 492 219	AUSTRALIA
ACRUX LIMITED	082 001 152	AUSTRALIA
ALLFINE HOLDINGS PTY LTD	100 231 918	AUSTRALIA
ALPHACAT 2013, LTD	47159	BERMUDA
ALPHINITY INVESTMENT MANAGEMENT PTY LTD	140 833 709	AUSTRALIA
APPIA EUROPE LIMITED	6490323	ENGLAND/WALES
APPIA FINANCE 2 LIMITED	6538054	ENGLAND/WALES
APPIA FINANCE LIMITED	6490331	ENGLAND/WALES
APPIA GROUP LIMITED	99865	JERSEY
APPIA INVESTMENTS LIMITED	6490313	ENGLAND/WALES
ARDEA INVESTMENT MANAGEMENT PTY LTD	132 902 722	AUSTRALIA
ARETE INVESTMENT PARTNERS PTY LTD	167 156 961	AUSTRALIA
ASSETSECURE PTY. LIMITED	110 953 618	AUSTRALIA
BELVINO INVESTMENTS PTY LIMITED	147 114 387	AUSTRALIA
BENTHAM ASSET MANAGEMENT PTY LTD	140 833 674	AUSTRALIA
BLUEZEN PTY LTD	100 220 175	AUSTRALIA
CDPG AUSTRALIA PTY LIMITED	124 498 095	AUSTRALIA
CDPG LUXEMBOURG HOLDINGS SARL	B 127717	LUXEMBOURG
CDPG LUXEMBOURG II SARL	B 127580	LUXEMBOURG
CDPG LUXEMBOURG SARL	B 127515	LUXEMBOURG
CDPG MALTA LIMITED	C 41110	MALTA
CESCADE PTY LIMITED	096 097 399	AUSTRALIA
CFSG HOLDINGS NO 2 (VICTORIA) PTY LIMITED	107 601 605	AUSTRALIA
CHALLENGER DIRECT PTY LTD	006 475 501	AUSTRALIA
CHALLENGER DIVERSIFIED PROPERTY DEVELOPMENT PTY LIMITED	121 624 833	AUSTRALIA
CHALLENGER DPG FRANCE II SAS	495 391 062	FRANCE
CHALLENGER DPG FRANCE SAS	495 390 392 R.C.S.	FRANCE
CHALLENGER EMERGING MARKET INFRASTRUCTURE FUND PTE. LTD	200804361D	SINGAPORE
CHALLENGER FINANCIAL SERVICES PTY LIMITED	087 464 131	AUSTRALIA
CHALLENGER FM 2 HOLDINGS PTY LIMITED	080 036 657	AUSTRALIA
CHALLENGER FM NOMINEES PTY LIMITED	130 035 353	AUSTRALIA
CHALLENGER FUNDS MANAGEMENT HOLDINGS PTY LIMITED	107 728 030	AUSTRALIA
CHALLENGER GROUP HOLDINGS LIMITED	002 993 302	AUSTRALIA
CHALLENGER GROUP PTY LIMITED	003 374 196	AUSTRALIA
CHALLENGER GROUP SERVICES (UK) LIMITED	04244127	ENGLAND/WALES
CHALLENGER GROUP SERVICES PTY. LTD.	085 657 307	AUSTRALIA
CHALLENGER HOLDING VAGYONKEZELO KFT	01-09-879644	HUNGARY
CHALLENGER HOME LOAN CORPORATION PTY LTD	058 891 302	AUSTRALIA
CHALLENGER INVENTORY FINANCE SERVICING PTY LIMITED	107 706 810	AUSTRALIA
CHALLENGER JERSEY I3 LIMITED	95120	JERSEY
CHALLENGER LBC TERMINALS HOLDING COMPANY LIMITED	C41149	MALTA

Annexure 1

This is page 2 of 5 of Annexure 1 referred to in ASIC Form 603 - Notice of initial substantial holder.



Andrew Brown - Company Secretary of Challenger Limited

04/12/2014

Company Name

ACN / Company No. Country of Incorporation

CHALLENGER LBC TERMINALS LIMITED	C41150	MALTA
CHALLENGER LIFE COMPANY HOLDINGS PTY LTD	006 381 193	AUSTRALIA
CHALLENGER LIFE COMPANY LIMITED	072 486 938	AUSTRALIA
CHALLENGER LIFE DEBT INVESTMENTS (EUROPE) LIMITED	07626067	ENGLAND/WALES
CHALLENGER LIFE FUND PROPERTY INVESTMENTS PTY LTD	161 212 693	AUSTRALIA
CHALLENGER LIFE NOMINEES NO.2 PTY LTD	078 627 013	AUSTRALIA
CHALLENGER LIFE NOMINEES NO.3 PTY LIMITED	151 482 147	AUSTRALIA
CHALLENGER LIFE NOMINEES PTY LTD	091 336 793	AUSTRALIA
CHALLENGER LIFE OFFSHORE INVESTMENTS LIMITED	105145	JERSEY
CHALLENGER LIFE SUBSIDIARY HOLDINGS LTD	099 742 122	AUSTRALIA
CHALLENGER LIMITED	106 842 371	AUSTRALIA
CHALLENGER LISTED INVESTMENTS LIMITED	055 293 644	AUSTRALIA
CHALLENGER LUXEMBOURG HOLDING NO.1A SARL	B124890	LUXEMBOURG
CHALLENGER LUXEMBOURG HOLDING NO.1B SARL	B124891	LUXEMBOURG
CHALLENGER LUXEMBOURG HOLDING NO.2 SARL	B124889	LUXEMBOURG
CHALLENGER MANAGED INVESTMENTS (INTERNATIONAL) PTY LIMITED	120 871 212	AUSTRALIA
CHALLENGER MANAGEMENT SERVICES LIMITED	092 382 842	AUSTRALIA
CHALLENGER MARGIN LENDING PTY LIMITED	091 338 822	AUSTRALIA
CHALLENGER MBK EMERGING MARKET INFRASTRUCTURE FUND GP LTD	WK-209744	CAYMAN ISLANDS
CHALLENGER MBK FUND MANAGEMENT PTE. LTD	200804360M	SINGAPORE
CHALLENGER MORTGAGE MANAGEMENT PTY LTD	087 271 109	AUSTRALIA
CHALLENGER NON-CONFORMING FINANCE PTY LTD	107 725 486	AUSTRALIA
CHALLENGER ORIGINATOR FINANCE PTY LIMITED	095 085 466	AUSTRALIA
CHALLENGER PROPERTY ASSET MANAGEMENT PTY LTD	077 569 021	AUSTRALIA
CHALLENGER RETIREMENT AND INVESTMENT SERVICES LIMITED	115 534 453	AUSTRALIA
CHALLENGER SECURITISATION MANAGEMENT PTY LTD	100 346 898	AUSTRALIA
CHALLENGER SKYBRIDGE (CAPITAL II) INVESTMENT LLP	OC338355	ENGLAND/WALES
CHALLENGER SKYBRIDGE (FUND SLP) JERSEY LIMITED	100742	JERSEY
CHALLENGER SKYBRIDGE (GP HOLDINGS) INVESTMENT LLP	OC338388	ENGLAND/WALES
CHALLENGER SKYBRIDGE (GROUP) HOLDING COMPANY PTY LTD	130 888 327	AUSTRALIA
CHALLENGER SKYBRIDGE (HASTINGS) HOLDING COMPANY PTY LTD	130 888 274	AUSTRALIA
CHALLENGER SKYBRIDGE (HASTINGS) INVESTMENT LLP	OC338387	ENGLAND/WALES
CHALLENGER SKYBRIDGE FUND (LP) JERSEY LIMITED	100741	JERSEY
CHALLENGER SPECIAL SERVICING PTY LIMITED	107 707 415	AUSTRALIA
CHALLENGER SPECIALISED FINANCE NO.2 PTY LTD	168 107 355	AUSTRALIA
CHALLENGER SPECIALISED FINANCE PTY LTD	164 516 401	AUSTRALIA
CHALLENGER TREASURY LIMITED	093 307 996	AUSTRALIA
CHALLENGER UK TANK STORAGE LIMITED	6067787	ENGLAND/WALES
CHALLENGER UK TERMINALS LIMITED	95751	JERSEY
CHALLENGER WELCOME BREAK LIMITED	99827	JERSEY
CHALLENGER WHOLESALE FINANCE HOLDINGS PTY LIMITED	087 284 240	AUSTRALIA
CHALLENGER WIND HOLDINGS PTY LIMITED	151 496 061	AUSTRALIA
CLASHFERN INVESTMENTS (UK) LIMITED	4558112	ENGLAND/WALES

Annexure 1

This is page 3 of 5 of Annexure 1 referred to in ASIC Form 603 - Notice of initial substantial holder.



Andrew Brown - Company Secretary of Challenger Limited

04/12/2014

Company Name

ACN / Company No. Country of Incorporation

CLS US HOLDINGS, LLC	5302598	UNITED STATES
CPHIC INVESTMENTS PTY LTD	093 340 526	AUSTRALIA
CSPP1 BROADBEACH PTY LTD	122 460 977	AUSTRALIA
CSPP1 INVESTMENT COMPANY 1 PTY LIMITED	120 463 023	AUSTRALIA
CSPP1 MAITLAND PTY LTD	122 460 968	AUSTRALIA
CSPP1 MAVIS COURT PTY LTD	122 461 983	AUSTRALIA
EMIF HOLDINGS PTY LTD	130 565 169	AUSTRALIA
ENDOWMENT WARRANTS LIMITED	009 568 503	AUSTRALIA
FIDANTE LIMITED	06172534	ENGLAND/WALES
FIDANTE PARTNERS (UK & EUROPE) LIMITED	06393787	ENGLAND/WALES
FIDANTE PARTNERS ALPHINITY HOLDINGS PTY LTD	140 716 016	AUSTRALIA
FIDANTE PARTNERS ARDEA HOLDINGS PTY LTD	133 865 853	AUSTRALIA
FIDANTE PARTNERS ARETE HOLDINGS PTY LTD	143 836 373	AUSTRALIA
FIDANTE PARTNERS BENTHAM HOLDINGS PTY LTD	140 715 573	AUSTRALIA
FIDANTE PARTNERS HOLDINGS PTY LIMITED	123 318 650	AUSTRALIA
FIDANTE PARTNERS INVESTMENT FUNDS PUBLIC LIMITED COMPANY	533320	IRELAND
FIDANTE PARTNERS KAPSTREAM HOLDINGS PTY LIMITED	123 319 460	AUSTRALIA
FIDANTE PARTNERS LIMITED	002 835 592	AUSTRALIA
FIDANTE PARTNERS MERLON HOLDINGS PTY LTD	140 715 662	AUSTRALIA
FIDANTE PARTNERS METISQ HOLDINGS PTY LTD	143 376 961	AUSTRALIA
FIDANTE PARTNERS NOVAPORT HOLDINGS PTY LTD	140 715 797	AUSTRALIA
FIDANTE PARTNERS R&M HOLDINGS PTY LIMITED	152 375 436	AUSTRALIA
FIDANTE PARTNERS SERVICES LIMITED	119 605 373	AUSTRALIA
FIDANTE PARTNERS TEMPO HOLDINGS PTY LTD	167 321 262	AUSTRALIA
FIDANTE PARTNERS WAVESTONE HOLDINGS PTY LIMITED	133 626 276	AUSTRALIA
FIDANTE PARTNERS WHITEHELM HOLDINGS PTY LTD	169 043 903	AUSTRALIA
FIVE OCEANS ASSET MANAGEMENT LIMITED	113 453 160	AUSTRALIA
FUTURE FIBRE PTY LTD	152 668 721	AUSTRALIA
GASVALPO FINANCE PTY LIMITED	003 376 529	AUSTRALIA
GASVALPO S.A.	96.960.800-6	CHILE
GREENCAPE CAPITAL PTY LTD	120 328 529	AUSTRALIA
GV CAYMAN COMPANY LIMITED	OG-206918	CAYMAN ISLANDS
GV CHILE HOLDING LIMITADA	12431 17236 11675	CHILE
GV CHILE LIMITADA	12430 17253 11696	CHILE
GV JERSEY HOLDING COMPANY LIMITED	100293	JERSEY
GV JERSEY TRUSTEE COMPANY LIMITED	100294	JERSEY
GV JERSEY TRUSTEE COMPANY NO. 2 LIMITED	100367	JERSEY
HOMELOANS LIMITED	095 034 003	AUSTRALIA
HOWARD COMMERCIAL LENDING LIMITED	000 033 143	AUSTRALIA
KAPSTREAM CAPITAL PTY LIMITED	122 076 117	AUSTRALIA
KINETIC INVESTMENT PARTNERS PTY LTD	009 568 496	AUSTRALIA
LANV PTY LTD	147 224 502	AUSTRALIA
LBC TANK TERMINALS (JERSEY) LIMITED	97371	JERSEY

Annexure 1

This is page 4 of 5 of Annexure 1 referred to in ASIC Form 603 - Notice of initial substantial holder.



Andrew Brown - Company Secretary of Challenger Limited

04/12/2014

Company Name

ACN / Company No. Country of Incorporation

LEASE COLLATERAL NO.2 PTY LTD	168 112 481	AUSTRALIA
LEASE COLLATERAL PTY LTD	168 112 472	AUSTRALIA
LEASE FUNDING MANAGEMENT PTY LTD	168 112 490	AUSTRALIA
MAITLAND NOMINEE HOLDINGS PTY LIMITED	122 853 114	AUSTRALIA
MAVIS COURT DEVELOPMENT CO PTY LTD	124 112 956	AUSTRALIA
MAWBURY PTY LIMITED	096 097 479	AUSTRALIA
MERLON CAPITAL PARTNERS PTY LTD	140 833 683	AUSTRALIA
METISQ CAPITAL HOLDINGS PTY LTD	158 011 351	AUSTRALIA
METISQ CAPITAL PTY LTD	104 642 613	AUSTRALIA
METISQ CAPITAL SINGAPORE PTE. LTD.	49G	SINGAPORE
MIR ASIA PACIFIC EQUITY FEEDER FUND LTD	184062	CAYMAN ISLANDS
MIR ASIA PACIFIC EQUITY MASTER FUND LTD	184007	CAYMAN ISLANDS
MIR GREATER CHINA PTE LTD	200715836D	SINGAPORE
MIR LIBRA CAPITAL MANAGEMENT LTD	236748	CAYMAN ISLANDS
MIR LIBRA GREATER CHINA EQUITY FUND LTD	WK-237319	CAYMAN ISLANDS
NOVAPORT CAPITAL PTY LTD	140 833 656	AUSTRALIA
OAKLANDS HILL PTY LTD	149 814 559	AUSTRALIA
OAKLANDS HILL WIND FARM PTY LTD	126 595 935	AUSTRALIA
OIKOS LIMITED	2705354	ENGLAND/WALES
OIKOS STORAGE LIMITED	315280	ENGLAND/WALES
RESIDENTIAL REAL ESTATE TOTAL RETURN OPPORTUNITIES FUND LTD.	212456	CAYMAN ISLANDS
RESIDENTIAL REAL ESTATE TOTAL RETURN OPPORTUNITIES MASTER FUND L.P.	27263	CAYMAN ISLANDS
STRUCTURED CREDIT RESEARCH LLP	OC328062	ENGLAND/WALES
TALAVERA HERRING PTY LIMITED	086 068 984	AUSTRALIA
TEMPO ASSET MANAGEMENT PTY LTD	167 321 637	AUSTRALIA
THE LIBERTY GROUP CONSORTIUM PTY LTD	082 564 289	AUSTRALIA
TLG SERVICES PTY LIMITED	092 500 608	AUSTRALIA
TLGH PTY LIMITED	092 927 467	AUSTRALIA
TRE DATA CENTRES CANBERRA PTY LTD	141 881 227	AUSTRALIA
US LLC HOLDINGS PTY LTD	130 888 292	AUSTRALIA
WATERFORD COUNTY PTY LIMITED	122 853 089	AUSTRALIA
WAVESTONE CAPITAL PTY LTD	120 179 419	AUSTRALIA
WELCOME BREAK CAYMAN LIMITED	FC027450	CAYMAN ISLANDS
WELCOME BREAK GROUP HOLDINGS LIMITED	FC027451	CAYMAN ISLANDS
WELCOME BREAK GROUP LIMITED	03147949	ENGLAND/WALES
WELCOME BREAK HOLDINGS (1) LIMITED	04099287	ENGLAND/WALES
WELCOME BREAK HOLDINGS (2) LIMITED	04379574	ENGLAND/WALES
WELCOME BREAK HOLDINGS LIMITED	03290817	CAYMAN ISLANDS
WELCOME BREAK LIMITED	01735476	ENGLAND/WALES
WELCOME BREAK NO.1 LIMITED	08331837	ENGLAND/WALES
WELCOME BREAK NO.2 LIMITED	08331870	ENGLAND/WALES
WELCOME BREAK NO.3 LIMITED	08331918	ENGLAND/WALES
WELCOME BREAK SERVICES LIMITED	04099292	ENGLAND/WALES

Annexure 1

This is page 5 of 5 of Annexure 1 referred to in ASIC Form 603 - Notice of initial substantial holder.



Andrew Brown - Company Secretary of Challenger Limited

04/12/2014

Company Name	ACN / Company No.	Country of Incorporation
WYETREE ASSET MANAGEMENT LTD.	06041569	ENGLAND/WALES
WYETREE FUNDS PLC	520464	IRELAND

Annexure 2

Annexure 2 consists of 3 pages and is referred to in Form 603 signed by me and dated

04/12/2014



Andrew Brown

Transactions:

OZ Minerals Limited (OZL)

As at 29/10/2014

Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of securities	Person's Votes Affected
28/06/2014	Challenger Limited (the entities listed in Annexure 1)	Opening Balance		8,769,866	8,769,866
16/07/2014	As above	Buy	57,884.59	13,339	13,339
16/07/2014	As above	Buy	18,876.83	4,350	4,350
16/07/2014	As above	Buy	381,737.14	87,968	87,968
16/07/2014	As above	Buy	17,236.49	3,972	3,972
16/07/2014	As above	Buy	464,808.18	107,111	107,111
16/07/2014	As above	Buy	821,836.21	189,385	189,385
16/07/2014	As above	Buy	1,016,159.02	234,165	234,165
16/07/2014	As above	Buy	22,539.36	5,194	5,194
16/07/2014	As above	Buy	94,766.00	21,838	21,838
01/08/2014	As above	Buy	254,115.12	55,727	55,727
01/08/2014	As above	Sell	254,115.12	- 55,727	55,727
05/08/2014	As above	Buy	479,967.35	105,543	105,543
05/08/2014	As above	Buy	566,658.25	124,606	124,606
05/08/2014	As above	Buy	23,706.64	5,213	5,213
05/08/2014	As above	Buy	1,032,455.27	227,033	227,033
05/08/2014	As above	Buy	1,277,120.70	280,834	280,834
05/08/2014	As above	Buy	69,059.85	15,186	15,186
05/08/2014	As above	Buy	22,510.62	4,950	4,950
05/08/2014	As above	Buy	307,913.45	67,709	67,709
05/08/2014	As above	Buy	3,042,007.88	668,926	668,926
06/08/2014	As above	Buy	111,457.28	24,626	24,626
06/08/2014	As above	Buy	131,593.45	29,075	29,075
06/08/2014	As above	Buy	5,508.14	1,217	1,217
06/08/2014	As above	Buy	239,764.85	52,975	52,975
06/08/2014	As above	Buy	296,579.73	65,528	65,528
06/08/2014	As above	Buy	16,040.14	3,544	3,544
06/08/2014	As above	Buy	5,227.53	1,155	1,155
06/08/2014	As above	Buy	71,506.27	15,799	15,799
06/08/2014	As above	Buy	706,422.61	156,081	156,081
07/08/2014	As above	Buy	1,091,664.42	236,291	236,291
07/08/2014	As above	Sell	1,091,664.42	- 236,291	236,291
07/08/2014	As above	Buy	1,216,981.92	263,416	263,416
07/08/2014	As above	Sell	1,216,981.92	- 263,416	263,416
12/08/2014	As above	Buy	235,377.78	52,882	52,882
12/08/2014	As above	Buy	23,220.87	5,217	5,217
12/08/2014	As above	Buy	18,845.53	4,234	4,234
12/08/2014	As above	Buy	209,383.94	47,042	47,042
12/08/2014	As above	Buy	28,308.36	6,360	6,360
12/08/2014	As above	Buy	33,418.11	7,508	7,508
12/08/2014	As above	Buy	1,397.61	314	314
12/08/2014	As above	Buy	60,894.13	13,681	13,681
12/08/2014	As above	Buy	75,324.27	16,923	16,923
12/08/2014	As above	Buy	4,072.67	915	915
12/08/2014	As above	Buy	1,326.40	298	298
12/08/2014	As above	Buy	18,160.08	4,080	4,080
12/08/2014	As above	Buy	179,410.91	40,308	40,308
13/08/2014	As above	Buy	277,725.28	63,992	63,992
13/08/2014	As above	Buy	27,394.08	6,312	6,312
13/08/2014	As above	Buy	22,238.16	5,124	5,124
13/08/2014	As above	Buy	247,050.16	56,924	56,924
13/08/2014	As above	Buy	33,400.64	7,696	7,696
13/08/2014	As above	Buy	39,433.24	9,086	9,086
13/08/2014	As above	Buy	1,649.20	380	380
13/08/2014	As above	Buy	71,844.36	16,554	16,554

13/08/2014	As above	Buy	88,870.18	20,477	20,477
13/08/2014	As above	Buy	4,804.38	1,107	1,107
13/08/2014	As above	Buy	1,566.74	361	361
13/08/2014	As above	Buy	21,426.58	4,937	4,937
13/08/2014	As above	Buy	211,692.18	48,777	48,777
18/08/2014	As above	Buy	130,048.78	29,572	29,572
18/08/2014	As above	Buy	31,210.48	7,097	7,097
19/08/2014	As above	Buy	65,947.04	14,786	14,786
19/08/2014	As above	Buy	15,828.89	3,549	3,549
20/08/2014	As above	Buy	104,112.09	23,657	23,657
20/08/2014	As above	Buy	24,988.31	5,678	5,678
28/08/2014	As above	Buy	792,358.46	182,710	182,710
28/08/2014	As above	Buy	74,981.54	17,290	17,290
29/08/2014	As above	Buy	285,083.63	66,334	66,334
29/08/2014	As above	Buy	26,976.66	6,277	6,277
05/09/2014	As above	Buy	75,109.13	17,771	17,771
05/09/2014	As above	Buy	18,778.34	4,443	4,443
08/09/2014	As above	Buy	60,436.25	14,229	14,229
08/09/2014	As above	Buy	15,108.00	3,557	3,557
10/09/2014	As above	Buy	32,275.68	7,600	7,600
10/09/2014	As above	Buy	132,924.84	31,300	31,300
12/09/2014	As above	Sell	9,632.43	2,358	2,358
16/09/2014	As above	Buy	12,139.03	3,003	3,003
16/09/2014	As above	Buy	1,176.31	291	291
16/09/2014	As above	Buy	89,949.26	22,252	22,252
16/09/2014	As above	Buy	8,917.31	2,206	2,206
16/09/2014	As above	Buy	133,517.17	33,030	33,030
16/09/2014	As above	Buy	95,418.49	23,605	23,605
16/09/2014	As above	Buy	2,138.38	529	529
16/09/2014	As above	Buy	54,162.78	13,399	13,399
16/09/2014	As above	Buy	6,811.28	1,685	1,685
17/09/2014	As above	Buy	12,386.88	3,022	3,022
17/09/2014	As above	Buy	151,540.43	36,971	36,971
17/09/2014	As above	Buy	48,600.66	11,857	11,857
17/09/2014	As above	Buy	4,709.64	1,149	1,149
17/09/2014	As above	Buy	360,129.35	87,860	87,860
17/09/2014	As above	Buy	35,705.52	8,711	8,711
17/09/2014	As above	Buy	534,541.65	130,411	130,411
17/09/2014	As above	Buy	382,017.48	93,200	93,200
17/09/2014	As above	Buy	8,566.70	2,090	2,090
17/09/2014	As above	Buy	216,844.11	52,903	52,903
17/09/2014	As above	Buy	27,269.98	6,653	6,653
18/09/2014	As above	Buy	12,036.54	2,990	2,990
18/09/2014	As above	Buy	147,280.60	36,586	36,586
18/09/2014	As above	Buy	47,236.39	11,734	11,734
18/09/2014	As above	Buy	4,577.11	1,137	1,137
18/09/2014	As above	Buy	350,001.77	86,944	86,944
18/09/2014	As above	Buy	34,704.70	8,621	8,621
18/09/2014	As above	Buy	519,503.68	129,050	129,050
18/09/2014	As above	Buy	371,273.04	92,228	92,228
18/09/2014	As above	Buy	8,324.94	2,068	2,068
18/09/2014	As above	Buy	210,744.19	52,351	52,351
18/09/2014	As above	Buy	26,504.55	6,584	6,584
19/09/2014	As above	Buy	7,322.59	1,782	1,782
19/09/2014	As above	Buy	89,592.89	21,803	21,803
19/09/2014	As above	Buy	28,735.64	6,993	6,993
19/09/2014	As above	Buy	2,786.04	678	678
19/09/2014	As above	Buy	212,905.87	51,812	51,812
19/09/2014	As above	Buy	21,108.96	5,137	5,137
19/09/2014	As above	Buy	316,018.03	76,905	76,905
19/09/2014	As above	Buy	225,849.85	54,962	54,962
19/09/2014	As above	Buy	5,066.64	1,233	1,233
19/09/2014	As above	Buy	128,194.71	31,197	31,197
19/09/2014	As above	Buy	16,120.39	3,923	3,923
22/09/2014	As above	Buy	3,502.28	866	866
22/09/2014	As above	Buy	42,876.61	10,602	10,602
22/09/2014	As above	Buy	13,750.28	3,400	3,400
22/09/2014	As above	Buy	1,330.54	329	329
22/09/2014	As above	Buy	101,893.62	25,195	25,195
22/09/2014	As above	Buy	10,102.41	2,498	2,498
22/09/2014	As above	Buy	151,244.99	37,398	37,398
22/09/2014	As above	Buy	108,089.33	26,727	26,727
22/09/2014	As above	Buy	2,422.48	599	599
22/09/2014	As above	Buy	61,354.56	15,171	15,171
22/09/2014	As above	Buy	7,716.33	1,908	1,908
26/09/2014	As above	Sell	799,386.27	208,837	208,837

14/10/2014	As above	Buy	55,865.62	14,150	14,150
14/10/2014	As above	Buy	16,416.20	4,158	4,158
15/10/2014	As above	Buy	21,351.75	5,250	5,250
15/10/2014	As above	Buy	6,271.31	1,542	1,542
16/10/2014	As above	Buy	27,183.16	6,820	6,820
16/10/2014	As above	Buy	4,089.43	1,026	1,026
16/10/2014	As above	Buy	177,954.01	44,647	44,647
16/10/2014	As above	Buy	103,909.81	26,070	26,070
16/10/2014	As above	Buy	3,846.30	965	965
16/10/2014	As above	Buy	121,586.83	30,505	30,505
16/10/2014	As above	Buy	17,358.16	4,355	4,355
16/10/2014	As above	Buy	1,574.39	395	395
16/10/2014	As above	Buy	223,133.06	55,982	55,982
16/10/2014	As above	Buy	8,274.52	2,076	2,076
17/10/2014	As above	Buy	62,719.30	15,784	15,784
17/10/2014	As above	Buy	9,433.33	2,374	2,374
17/10/2014	As above	Buy	410,572.22	103,325	103,325
17/10/2014	As above	Buy	239,735.24	60,332	60,332
17/10/2014	As above	Buy	8,869.08	2,232	2,232
17/10/2014	As above	Buy	280,520.27	70,596	70,596
17/10/2014	As above	Buy	40,045.94	10,078	10,078
17/10/2014	As above	Buy	3,631.87	914	914
17/10/2014	As above	Buy	514,819.62	129,560	129,560
17/10/2014	As above	Buy	19,093.15	4,805	4,805
20/10/2014	As above	Buy	41,368.19	10,316	10,316
20/10/2014	As above	Buy	6,223.68	1,552	1,552
20/10/2014	As above	Buy	270,826.11	67,536	67,536
20/10/2014	As above	Buy	158,134.28	39,434	39,434
20/10/2014	As above	Buy	5,850.74	1,459	1,459
20/10/2014	As above	Buy	185,042.05	46,144	46,144
20/10/2014	As above	Buy	26,414.53	6,587	6,587
20/10/2014	As above	Buy	2,398.04	598	598
20/10/2014	As above	Buy	339,587.30	84,683	84,683
20/10/2014	As above	Buy	12,595.72	3,141	3,141
21/10/2014	As above	Buy	27,329.35	6,758	6,758
21/10/2014	As above	Buy	4,112.75	1,017	1,017
21/10/2014	As above	Buy	178,906.56	44,240	44,240
21/10/2014	As above	Buy	104,464.61	25,832	25,832
21/10/2014	As above	Buy	3,866.06	956	956
21/10/2014	As above	Buy	122,237.99	30,227	30,227
21/10/2014	As above	Buy	17,449.86	4,315	4,315
21/10/2014	As above	Buy	1,581.20	391	391
21/10/2014	As above	Buy	224,324.72	55,471	55,471
21/10/2014	As above	Buy	8,322.55	2,058	2,058
23/10/2014	As above	Buy	31,998.14	7,908	7,908
23/10/2014	As above	Buy	4,815.10	1,190	1,190
23/10/2014	As above	Buy	209,460.77	51,766	51,766
23/10/2014	As above	Buy	122,307.51	30,227	30,227
23/10/2014	As above	Buy	4,523.76	1,118	1,118
23/10/2014	As above	Buy	143,113.58	35,369	35,369
23/10/2014	As above	Buy	20,433.82	5,050	5,050
23/10/2014	As above	Buy	1,853.21	458	458
23/10/2014	As above	Buy	262,645.33	64,910	64,910
23/10/2014	As above	Buy	9,743.49	2,408	2,408
24/10/2014	As above	Buy	20,667.69	5,102	5,102
24/10/2014	As above	Buy	3,107.04	767	767
24/10/2014	As above	Buy	135,304.11	33,401	33,401
24/10/2014	As above	Buy	79,004.70	19,503	19,503
24/10/2014	As above	Buy	2,924.75	722	722
24/10/2014	As above	Buy	92,445.59	22,821	22,821
24/10/2014	As above	Buy	13,197.83	3,258	3,258
24/10/2014	As above	Buy	1,199.07	296	296
24/10/2014	As above	Buy	169,659.79	41,882	41,882
24/10/2014	As above	Buy	6,291.05	1,553	1,553
29/10/2014	As above	Buy	553,908.64	143,251	143,251
29/10/2014	As above	Buy	24,058.61	6,222	6,222
29/10/2014	As above	Buy	497,663.62	128,705	128,705
29/10/2014	As above	Buy	8,483.54	2,194	2,194
29/10/2014	As above	Buy	64,972.16	16,803	16,803
29/10/2014	As above	Buy	39,351.41	10,177	10,177
29/10/2014	As above	Buy	1,061,467.15	274,515	274,515
29/10/2014	As above	Buy	843,454.87	218,133	218,133

15,459,935

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company name/Scheme **OZ Minerals Limited**
ACN/ARSN **005 482 824**

1. Details of substantial holder (1)

Name **Challenger Limited (and the entities listed in Annexure 1)**
ACN/ARSN (if applicable) **106 842 371**

There was a change in the interests of the substantial holder on **18.11.2014**
The previous notice was given to the company on **04.12.2014**
The previous notice was dated **04.12.2014**

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 Fully Paid	15,459,935	5.09%	19,109,259	6.30%

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
Refer Annexure 2	Challenger Limited And each other entity named in Annexure 1	Refer Annexure 2	Refer Annexure 2	Refer Annexure 2	Refer Annexure 2

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	Persons entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Challenger Limited And each other entity named in Annexure 1	Citicorp Nominees Pty Ltd	Citicorp Nominees Pty Limited	Ordinary fully paid shares purchased on market by Challenger Limited and the entities listed in Annexure 1, and obtain a relevant interest by virtue of section 608(3) of the Corporations Act 2001.	3,674,264 (ordinary fully paid)	3,674,264
As above	JP Morgan Nominees Australia Ltd	JP Morgan Nominees Australia Ltd	As above	5,929,844 (ordinary fully paid)	5,929,844
As above	National Nominees Ltd	National Nominees Limited	As above	4,936,342 (ordinary fully paid)	4,936,342
As above	HSBC Custody Nominees (Australia) Ltd	HSBC Custody Nominees (Australia) Limited	As above	4,568,809 (ordinary fully paid)	4,568,809

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
N/A	N/A

6. Addresses

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

Name	Address
Challenger Limited And each other entity named in Annexure 1	Level 15, 255 Pitt Street, Sydney NSW 2000

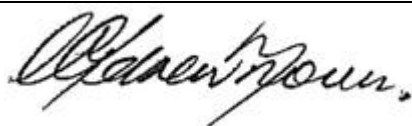
Signature

print name

Andrew Brown

capacity

Company Secretary

date **04/12/2014**

Annexure 1

This is page 1 of 5 of Annexure 1 referred to in ASIC Form 604 - Notice of change of interests of substantial holder.



Andrew Brown - Company Secretary of Challenger Limited

04/12/2014

Company Name	ACN / Company No.	Country of Incorporation
255 FINANCE PTY LTD	168 112 507	AUSTRALIA
ACCURIUM HOLDINGS PTY LTD	158 242 936	AUSTRALIA
ACCURIUM PTY LTD	009 492 219	AUSTRALIA
ACRUX LIMITED	082 001 152	AUSTRALIA
ALLFINE HOLDINGS PTY LTD	100 231 918	AUSTRALIA
ALPHACAT 2013, LTD	47159	BERMUDA
ALPHINITY INVESTMENT MANAGEMENT PTY LTD	140 833 709	AUSTRALIA
APPIA EUROPE LIMITED	6490323	ENGLAND/WALES
APPIA FINANCE 2 LIMITED	6538054	ENGLAND/WALES
APPIA FINANCE LIMITED	6490331	ENGLAND/WALES
APPIA GROUP LIMITED	99865	JERSEY
APPIA INVESTMENTS LIMITED	6490313	ENGLAND/WALES
ARDEA INVESTMENT MANAGEMENT PTY LTD	132 902 722	AUSTRALIA
ARETE INVESTMENT PARTNERS PTY LTD	167 156 961	AUSTRALIA
ASSETSECURE PTY. LIMITED	110 953 618	AUSTRALIA
BELVINO INVESTMENTS PTY LIMITED	147 114 387	AUSTRALIA
BENTHAM ASSET MANAGEMENT PTY LTD	140 833 674	AUSTRALIA
BLUEZEN PTY LTD	100 220 175	AUSTRALIA
CDPG AUSTRALIA PTY LIMITED	124 498 095	AUSTRALIA
CDPG LUXEMBOURG HOLDINGS SARL	B 127717	LUXEMBOURG
CDPG LUXEMBOURG II SARL	B 127580	LUXEMBOURG
CDPG LUXEMBOURG SARL	B 127515	LUXEMBOURG
CDPG MALTA LIMITED	C 41110	MALTA
CESCADE PTY LIMITED	096 097 399	AUSTRALIA
CFSG HOLDINGS NO 2 (VICTORIA) PTY LIMITED	107 601 605	AUSTRALIA
CHALLENGER DIRECT PTY LTD	006 475 501	AUSTRALIA
CHALLENGER DIVERSIFIED PROPERTY DEVELOPMENT PTY LIMITED	121 624 833	AUSTRALIA
CHALLENGER DPG FRANCE II SAS	495 391 062	FRANCE
CHALLENGER DPG FRANCE SAS	495 390 392 R.C.S.	FRANCE
CHALLENGER EMERGING MARKET INFRASTRUCTURE FUND PTE. LTD	200804361D	SINGAPORE
CHALLENGER FINANCIAL SERVICES PTY LIMITED	087 464 131	AUSTRALIA
CHALLENGER FM 2 HOLDINGS PTY LIMITED	080 036 657	AUSTRALIA
CHALLENGER FM NOMINEES PTY LIMITED	130 035 353	AUSTRALIA
CHALLENGER FUNDS MANAGEMENT HOLDINGS PTY LIMITED	107 728 030	AUSTRALIA
CHALLENGER GROUP HOLDINGS LIMITED	002 993 302	AUSTRALIA
CHALLENGER GROUP PTY LIMITED	003 374 196	AUSTRALIA
CHALLENGER GROUP SERVICES (UK) LIMITED	04244127	ENGLAND/WALES
CHALLENGER GROUP SERVICES PTY. LTD.	085 657 307	AUSTRALIA
CHALLENGER HOLDING VAGYONKEZELO KFT	01-09-879644	HUNGARY
CHALLENGER HOME LOAN CORPORATION PTY LTD	058 891 302	AUSTRALIA
CHALLENGER INVENTORY FINANCE SERVICING PTY LIMITED	107 706 810	AUSTRALIA
CHALLENGER JERSEY I3 LIMITED	95120	JERSEY
CHALLENGER LBC TERMINALS HOLDING COMPANY LIMITED	C41149	MALTA

Annexure 1

This is page 2 of 5 of Annexure 1 referred to in ASIC Form 604 - Notice of change of interests of substantial holder.



Andrew Brown - Company Secretary of Challenger Limited

04/12/2014

Company Name

ACN / Company No. Country of Incorporation

CHALLENGER LBC TERMINALS LIMITED	C41150	MALTA
CHALLENGER LIFE COMPANY HOLDINGS PTY LTD	006 381 193	AUSTRALIA
CHALLENGER LIFE COMPANY LIMITED	072 486 938	AUSTRALIA
CHALLENGER LIFE DEBT INVESTMENTS (EUROPE) LIMITED	07626067	ENGLAND/WALES
CHALLENGER LIFE FUND PROPERTY INVESTMENTS PTY LTD	161 212 693	AUSTRALIA
CHALLENGER LIFE NOMINEES NO.2 PTY LTD	078 627 013	AUSTRALIA
CHALLENGER LIFE NOMINEES NO.3 PTY LIMITED	151 482 147	AUSTRALIA
CHALLENGER LIFE NOMINEES PTY LTD	091 336 793	AUSTRALIA
CHALLENGER LIFE OFFSHORE INVESTMENTS LIMITED	105145	JERSEY
CHALLENGER LIFE SUBSIDIARY HOLDINGS LTD	099 742 122	AUSTRALIA
CHALLENGER LIMITED	106 842 371	AUSTRALIA
CHALLENGER LISTED INVESTMENTS LIMITED	055 293 644	AUSTRALIA
CHALLENGER LUXEMBOURG HOLDING NO.1A SARL	B124890	LUXEMBOURG
CHALLENGER LUXEMBOURG HOLDING NO.1B SARL	B124891	LUXEMBOURG
CHALLENGER LUXEMBOURG HOLDING NO.2 SARL	B124889	LUXEMBOURG
CHALLENGER MANAGED INVESTMENTS (INTERNATIONAL) PTY LIMITED	120 871 212	AUSTRALIA
CHALLENGER MANAGEMENT SERVICES LIMITED	092 382 842	AUSTRALIA
CHALLENGER MARGIN LENDING PTY LIMITED	091 338 822	AUSTRALIA
CHALLENGER MBK EMERGING MARKET INFRASTRUCTURE FUND GP LTD	WK-209744	CAYMAN ISLANDS
CHALLENGER MBK FUND MANAGEMENT PTE. LTD	200804360M	SINGAPORE
CHALLENGER MORTGAGE MANAGEMENT PTY LTD	087 271 109	AUSTRALIA
CHALLENGER NON-CONFORMING FINANCE PTY LTD	107 725 486	AUSTRALIA
CHALLENGER ORIGINATOR FINANCE PTY LIMITED	095 085 466	AUSTRALIA
CHALLENGER PROPERTY ASSET MANAGEMENT PTY LTD	077 569 021	AUSTRALIA
CHALLENGER RETIREMENT AND INVESTMENT SERVICES LIMITED	115 534 453	AUSTRALIA
CHALLENGER SECURITISATION MANAGEMENT PTY LTD	100 346 898	AUSTRALIA
CHALLENGER SKYBRIDGE (CAPITAL II) INVESTMENT LLP	OC338355	ENGLAND/WALES
CHALLENGER SKYBRIDGE (FUND SLP) JERSEY LIMITED	100742	JERSEY
CHALLENGER SKYBRIDGE (GP HOLDINGS) INVESTMENT LLP	OC338388	ENGLAND/WALES
CHALLENGER SKYBRIDGE (GROUP) HOLDING COMPANY PTY LTD	130 888 327	AUSTRALIA
CHALLENGER SKYBRIDGE (HASTINGS) HOLDING COMPANY PTY LTD	130 888 274	AUSTRALIA
CHALLENGER SKYBRIDGE (HASTINGS) INVESTMENT LLP	OC338387	ENGLAND/WALES
CHALLENGER SKYBRIDGE FUND (LP) JERSEY LIMITED	100741	JERSEY
CHALLENGER SPECIAL SERVICING PTY LIMITED	107 707 415	AUSTRALIA
CHALLENGER SPECIALISED FINANCE NO.2 PTY LTD	168 107 355	AUSTRALIA
CHALLENGER SPECIALISED FINANCE PTY LTD	164 516 401	AUSTRALIA
CHALLENGER TREASURY LIMITED	093 307 996	AUSTRALIA
CHALLENGER UK TANK STORAGE LIMITED	6067787	ENGLAND/WALES
CHALLENGER UK TERMINALS LIMITED	95751	JERSEY
CHALLENGER WELCOME BREAK LIMITED	99827	JERSEY
CHALLENGER WHOLESALE FINANCE HOLDINGS PTY LIMITED	087 284 240	AUSTRALIA
CHALLENGER WIND HOLDINGS PTY LIMITED	151 496 061	AUSTRALIA
CLASHFERN INVESTMENTS (UK) LIMITED	4558112	ENGLAND/WALES

Annexure 1

This is page 3 of 5 of Annexure 1 referred to in ASIC Form 604 - Notice of change of interests of substantial holder.



Andrew Brown - Company Secretary of Challenger Limited

04/12/2014

Company Name

ACN / Company No. Country of Incorporation

CLS US HOLDINGS, LLC	5302598	UNITED STATES
CPHIC INVESTMENTS PTY LTD	093 340 526	AUSTRALIA
CSPP1 BROADBEACH PTY LTD	122 460 977	AUSTRALIA
CSPP1 INVESTMENT COMPANY 1 PTY LIMITED	120 463 023	AUSTRALIA
CSPP1 MAITLAND PTY LTD	122 460 968	AUSTRALIA
CSPP1 MAVIS COURT PTY LTD	122 461 983	AUSTRALIA
EMIF HOLDINGS PTY LTD	130 565 169	AUSTRALIA
ENDOWMENT WARRANTS LIMITED	009 568 503	AUSTRALIA
FIDANTE LIMITED	06172534	ENGLAND/WALES
FIDANTE PARTNERS (UK & EUROPE) LIMITED	06393787	ENGLAND/WALES
FIDANTE PARTNERS ALPHINITY HOLDINGS PTY LTD	140 716 016	AUSTRALIA
FIDANTE PARTNERS ARDEA HOLDINGS PTY LTD	133 865 853	AUSTRALIA
FIDANTE PARTNERS ARETE HOLDINGS PTY LTD	143 836 373	AUSTRALIA
FIDANTE PARTNERS BENTHAM HOLDINGS PTY LTD	140 715 573	AUSTRALIA
FIDANTE PARTNERS HOLDINGS PTY LIMITED	123 318 650	AUSTRALIA
FIDANTE PARTNERS INVESTMENT FUNDS PUBLIC LIMITED COMPANY	533320	IRELAND
FIDANTE PARTNERS KAPSTREAM HOLDINGS PTY LIMITED	123 319 460	AUSTRALIA
FIDANTE PARTNERS LIMITED	002 835 592	AUSTRALIA
FIDANTE PARTNERS MERLON HOLDINGS PTY LTD	140 715 662	AUSTRALIA
FIDANTE PARTNERS METISQ HOLDINGS PTY LTD	143 376 961	AUSTRALIA
FIDANTE PARTNERS NOVAPORT HOLDINGS PTY LTD	140 715 797	AUSTRALIA
FIDANTE PARTNERS R&M HOLDINGS PTY LIMITED	152 375 436	AUSTRALIA
FIDANTE PARTNERS SERVICES LIMITED	119 605 373	AUSTRALIA
FIDANTE PARTNERS TEMPO HOLDINGS PTY LTD	167 321 262	AUSTRALIA
FIDANTE PARTNERS WAVESTONE HOLDINGS PTY LIMITED	133 626 276	AUSTRALIA
FIDANTE PARTNERS WHITEHELM HOLDINGS PTY LTD	169 043 903	AUSTRALIA
FIVE OCEANS ASSET MANAGEMENT LIMITED	113 453 160	AUSTRALIA
FUTURE FIBRE PTY LTD	152 668 721	AUSTRALIA
GASVALPO FINANCE PTY LIMITED	003 376 529	AUSTRALIA
GASVALPO S.A.	96.960.800-6	CHILE
GREENCAPE CAPITAL PTY LTD	120 328 529	AUSTRALIA
GV CAYMAN COMPANY LIMITED	OG-206918	CAYMAN ISLANDS
GV CHILE HOLDING LIMITADA	12431 17236 11675	CHILE
GV CHILE LIMITADA	12430 17253 11696	CHILE
GV JERSEY HOLDING COMPANY LIMITED	100293	JERSEY
GV JERSEY TRUSTEE COMPANY LIMITED	100294	JERSEY
GV JERSEY TRUSTEE COMPANY NO. 2 LIMITED	100367	JERSEY
HOMELoANS LIMITED	095 034 003	AUSTRALIA
HOWARD COMMERCIAL LENDING LIMITED	000 033 143	AUSTRALIA
KAPSTREAM CAPITAL PTY LIMITED	122 076 117	AUSTRALIA
KINETIC INVESTMENT PARTNERS PTY LTD	009 568 496	AUSTRALIA
LANV PTY LTD	147 224 502	AUSTRALIA
LBC TANK TERMINALS (JERSEY) LIMITED	97371	JERSEY

Annexure 1

This is page 4 of 5 of Annexure 1 referred to in ASIC Form 604 - Notice of change of interests of substantial holder.



Andrew Brown - Company Secretary of Challenger Limited

04/12/2014

Company Name

ACN / Company No. Country of Incorporation

LEASE COLLATERAL NO.2 PTY LTD	168 112 481	AUSTRALIA
LEASE COLLATERAL PTY LTD	168 112 472	AUSTRALIA
LEASE FUNDING MANAGEMENT PTY LTD	168 112 490	AUSTRALIA
MAITLAND NOMINEE HOLDINGS PTY LIMITED	122 853 114	AUSTRALIA
MAVIS COURT DEVELOPMENT CO PTY LTD	124 112 956	AUSTRALIA
MAWBURY PTY LIMITED	096 097 479	AUSTRALIA
MERLON CAPITAL PARTNERS PTY LTD	140 833 683	AUSTRALIA
METISQ CAPITAL HOLDINGS PTY LTD	158 011 351	AUSTRALIA
METISQ CAPITAL PTY LTD	104 642 613	AUSTRALIA
METISQ CAPITAL SINGAPORE PTE. LTD.	49G	SINGAPORE
MIR ASIA PACIFIC EQUITY FEEDER FUND LTD	184062	CAYMAN ISLANDS
MIR ASIA PACIFIC EQUITY MASTER FUND LTD	184007	CAYMAN ISLANDS
MIR GREATER CHINA PTE LTD	200715836D	SINGAPORE
MIR LIBRA CAPITAL MANAGEMENT LTD	236748	CAYMAN ISLANDS
MIR LIBRA GREATER CHINA EQUITY FUND LTD	WK-237319	CAYMAN ISLANDS
NOVAPORT CAPITAL PTY LTD	140 833 656	AUSTRALIA
OAKLANDS HILL PTY LTD	149 814 559	AUSTRALIA
OAKLANDS HILL WIND FARM PTY LTD	126 595 935	AUSTRALIA
OIKOS LIMITED	2705354	ENGLAND/WALES
OIKOS STORAGE LIMITED	315280	ENGLAND/WALES
RESIDENTIAL REAL ESTATE TOTAL RETURN OPPORTUNITIES FUND LTD.	212456	CAYMAN ISLANDS
RESIDENTIAL REAL ESTATE TOTAL RETURN OPPORTUNITIES MASTER FUND L.P.	27263	CAYMAN ISLANDS
STRUCTURED CREDIT RESEARCH LLP	OC328062	ENGLAND/WALES
TALAVERA HERRING PTY LIMITED	086 068 984	AUSTRALIA
TEMPO ASSET MANAGEMENT PTY LTD	167 321 637	AUSTRALIA
THE LIBERTY GROUP CONSORTIUM PTY LTD	082 564 289	AUSTRALIA
TLG SERVICES PTY LIMITED	092 500 608	AUSTRALIA
TLGH PTY LIMITED	092 927 467	AUSTRALIA
TRE DATA CENTRES CANBERRA PTY LTD	141 881 227	AUSTRALIA
US LLC HOLDINGS PTY LTD	130 888 292	AUSTRALIA
WATERFORD COUNTY PTY LIMITED	122 853 089	AUSTRALIA
WAVESTONE CAPITAL PTY LTD	120 179 419	AUSTRALIA
WELCOME BREAK CAYMAN LIMITED	FC027450	CAYMAN ISLANDS
WELCOME BREAK GROUP HOLDINGS LIMITED	FC027451	CAYMAN ISLANDS
WELCOME BREAK GROUP LIMITED	03147949	ENGLAND/WALES
WELCOME BREAK HOLDINGS (1) LIMITED	04099287	ENGLAND/WALES
WELCOME BREAK HOLDINGS (2) LIMITED	04379574	ENGLAND/WALES
WELCOME BREAK HOLDINGS LIMITED	03290817	CAYMAN ISLANDS
WELCOME BREAK LIMITED	01735476	ENGLAND/WALES
WELCOME BREAK NO.1 LIMITED	08331837	ENGLAND/WALES
WELCOME BREAK NO.2 LIMITED	08331870	ENGLAND/WALES
WELCOME BREAK NO.3 LIMITED	08331918	ENGLAND/WALES
WELCOME BREAK SERVICES LIMITED	04099292	ENGLAND/WALES

Annexure 1

This is page 5 of 5 of Annexure 1 referred to in ASIC Form 604 - Notice of change of interests of substantial holder.



Andrew Brown - Company Secretary of Challenger Limited

04/12/2014

Company Name	ACN / Company No.	Country of Incorporation
WYETREE ASSET MANAGEMENT LTD.	06041569	ENGLAND/WALES
WYETREE FUNDS PLC	520464	IRELAND

Annexure 2

This is page 1 of 1 page of Annexure 2 referred to in Form 604 signed by me and dated

04/12/2014



Andrew Brown

Transactions:

OZ Minerals Limited (OZL)

As at 02/12/2014

Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of securities	Person's Votes Affected
30/10/2014	Challenger Limited (the entities listed in Annexure 1)	Buy	517,607.50	134,297	134,297
30/10/2014	As above	Buy	22,481.55	5,833	5,833
30/10/2014	As above	Buy	465,051.63	120,661	120,661
30/10/2014	As above	Buy	7,924.24	2,056	2,056
30/10/2014	As above	Buy	60,711.36	15,752	15,752
30/10/2014	As above	Buy	36,772.92	9,541	9,541
30/10/2014	As above	Buy	991,916.91	257,360	257,360
30/10/2014	As above	Buy	788,183.90	204,500	204,500
31/10/2014	As above	Buy	453,828.84	118,314	118,314
31/10/2014	As above	Buy	19,712.18	5,139	5,139
31/10/2014	As above	Buy	407,749.38	106,301	106,301
31/10/2014	As above	Buy	6,950.47	1,812	1,812
31/10/2014	As above	Buy	53,233.23	13,878	13,878
31/10/2014	As above	Buy	32,239.90	8,405	8,405
31/10/2014	As above	Buy	869,675.59	226,726	226,726
31/10/2014	As above	Buy	691,061.56	180,161	180,161
18/11/2014	As above	Buy	298,994.50	85,427	85,427
18/11/2014	As above	Buy	28,276.50	8,079	8,079
18/11/2014	As above	Buy	42,252.00	12,072	12,072
18/11/2014	As above	Buy	1,011,619.00	289,034	289,034
18/11/2014	As above	Buy	85,466.50	24,419	24,419
18/11/2014	As above	Buy	1,202,789.00	343,654	343,654
18/11/2014	As above	Buy	136,391.50	38,969	38,969
18/11/2014	As above	Buy	2,298,940.00	656,840	656,840
18/11/2014	As above	Buy	1,827,392.00	522,112	522,112
18/11/2014	As above	Buy	20,492.50	5,855	5,855
18/11/2014	As above	Buy	47,386.50	13,539	13,539
20/11/2014	As above	Buy	773,723.11	214,399	214,399
20/11/2014	As above	Buy	87,293.26	24,189	24,189

3,649,324