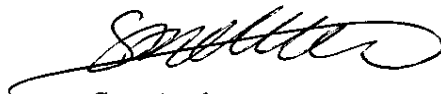


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www.bakermckenzie.com**Date:** 27 May 2014**To:** ASX Market Announcements
Mineral Resourced Limited**Fax:** 1300 135 638**Fax:** (08) 9329 3601**From:** Sam Appleton**Fax:** +61 2 9225 1595**Tel:** +61 2 8922 5440**Pages (w/cover):** 5**Re:** **Mineral 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.

Regards
BAKER & MCKENZIESam Appleton
Senior Associate
+61 2 8922 5440
Sam.Appleton@bakermckenzie.com**Privacy and Confidentiality Notice**

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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 :

23 / 05 / 2014

The previous notice was given to the company on

23 / 05 / 2014

The previous notice was dated

23 / 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	14,405,922	7.72%	17,659,322	9.47%

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
23 May 2014	Southeastern Asset Management, Inc.	Increase in shares held by investment manager	See Annexure A	Ordinary Shares 3,735,400	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 power to dispose of, the securities.	Ordinary Shares 2,059,600	1,577,600
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.	State Street Corporation	State Street Corporation	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 960,300	960,300
Southeastern Asset Management, Inc.	JP Morgan Chase Bank, N.A.	JP Morgan Chase Bank, N.A.	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 244,000	244,000
Southeastern Asset Management, Inc.	US Bank, N.A.	US Bank N.A.	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 256,100	256,100

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
date 27 / 05 / 2014

sign here



Directions

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 1 page referred to in the above Form 604

Southeastern Asset Management
MASTER TRANSACTION SUMMARY

Tran Code	Security	Date Of Acquisition	Quantity	Consideration Amount
by	Mineral Resources Ltd.	5/23/2014	32700	11.02
by	Mineral Resources Ltd.	5/23/2014	46000	11.04
by	Mineral Resources Ltd.	5/23/2014	181000	11.04
by	Mineral Resources Ltd.	5/23/2014	482000	11.04
by	Mineral Resources Ltd.	5/23/2014	446000	11.04
by	Mineral Resources Ltd.	5/23/2014	208300	11.04
by	Mineral Resources Ltd.	5/23/2014	286200	11.04
by	Mineral Resources Ltd.	5/23/2014	16400	11.04
by	Mineral Resources Ltd.	5/23/2014	70000	11.04
by	Mineral Resources Ltd.	5/23/2014	485000	11.04
by	Mineral Resources Ltd.	5/23/2014	178600	11.04
by	Mineral Resources Ltd.	5/23/2014	32700	11.02
by	Mineral Resources Ltd.	5/23/2014	306000	11.04
by	Mineral Resources Ltd.	5/23/2014	171000	11.04
by	Mineral Resources Ltd.	5/23/2014	256100	11.04
by	Mineral Resources Ltd.	5/23/2014	322000	11.04
by	Mineral Resources Ltd.	5/23/2014	215400	11.04

END OF INFORMATION

