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Date: 18 December 2014

To: ASX Market Announcements
Mineral Resourced Limited

From: Bill Fuggle

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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

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Bill.Fuggle@bakermckenzie.com

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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 : 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	
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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

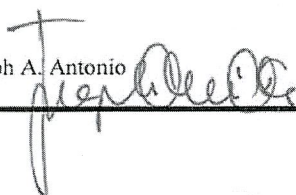
The addresses of persons named in this form are as follows:

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
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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
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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
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by	Mineral Res	7/18/2014	7175	75427
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by	Mineral Res	5/21/2014	27900	298699
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by	Mineral Res	6/5/2014	58896	609430
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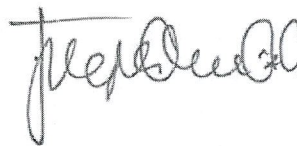
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by	Mineral Res	5/23/2014	322000	3565152
by	Mineral Res	5/23/2014	215400	2384887

END OF INFORMATION

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