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 : 01 /10 / 2015

The previous notice was given to the company on 04 / 08 / 2015

The previous notice was dated 04 / 08 / 2015

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	29,234,540	15.58%	27,093,528	14.44%

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
01 Oct 2015	Southeastern Asset Management, Inc.	Decrease in shares held by investment manager	See Annexure A	Ordinary Shares 2,141,012	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 9,322,618	9,322,618

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 82,600	82,600
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.	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.	Fifth Third Bank	Fifth Third Bank	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 397,100	397,100
Southeastern Asset Management, Inc.	JP Morgan Chase-Private Bank	JP Morgan Chase-Private Bank	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 59,000	59,000
Southeastern Asset Management, Inc.	US Bank	US Bank	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.	State Stret Corporation	State Street Corporation	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 11,906,937	11,906,937
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 4,422,186	4,422,186
Southeastern Asset Mangement, 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 366,387	366,387

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 06 / 10 / 2015

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 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	8/11/2015	34710	5.1
sl	Mineral Re	8/12/2015	29586	4.97
sl	Mineral Re	8/13/2015	32259	5
sl	Mineral Re	8/14/2015	22246	4.85
by	Mineral Re	8/27/2015	212700	4.24
by	Mineral Re	8/28/2015	73600	4.3
sl	Mineral Re	8/12/2015	8500	4.97
sl	Mineral Re	8/13/2015	76195	5
sl	Mineral Re	8/14/2015	52548	4.85
sl	Mineral Re	8/5/2015	38700	5.29
sl	Mineral Re	8/5/2015	2700	5.29
sl	Mineral Re	8/5/2015	13000	5.29
sl	Mineral Re	8/5/2015	34600	5.29
sl	Mineral Re	8/5/2015	5100	5.29
by	Mineral Re	8/27/2015	52600	4.24
by	Mineral Re	8/28/2015	18200	4.3
sl	Mineral Re	8/3/2015	70384	5.61
sl	Mineral Re	8/4/2015	58893	5.46
sl	Mineral Re	8/6/2015	10092	5.15
sl	Mineral Re	8/6/2015	102600	5.15
sl	Mineral Re	8/6/2015	10610	5.15
sl	Mineral Re	8/7/2015	143101	5.03
sl	Mineral Re	8/10/2015	82670	5.12
sl	Mineral Re	8/11/2015	26469	5.1
sl	Mineral Re	8/11/2015	26031	5.1
sl	Mineral Re	8/12/2015	44698	4.97
sl	Mineral Re	8/13/2015	48735	5
sl	Mineral Re	8/14/2015	33609	4.85
sl	Mineral Re	8/7/2015	124800	5.03
sl	Mineral Re	8/10/2015	46200	5.12
sl	Mineral Re	8/10/2015	27000	5.12
sl	Mineral Re	8/10/2015	8900	5.12

sl	Mineral Re	8/10/2015	21000	5.12
sl	Mineral Re	8/10/2015	27800	5.12
sl	Mineral Re	8/11/2015	11100	5.1
sl	Mineral Re	8/11/2015	20200	5.1
sl	Mineral Re	8/11/2015	6300	5.1
sl	Mineral Re	8/11/2015	31600	5.1
sl	Mineral Re	8/12/2015	20700	4.97
sl	Mineral Re	8/4/2015	4900	5.46
sl	Mineral Re	8/5/2015	47400	5.29
sl	Mineral Re	8/5/2015	47600	5.29
sl	Mineral Re	8/5/2015	11500	5.29
sl	Mineral Re	8/4/2015	15200	5.46
sl	Mineral Re	8/4/2015	13800	5.46
sl	Mineral Re	8/4/2015	3300	5.46
sl	Mineral Re	8/5/2015	8000	5.29
sl	Mineral Re	9/10/2015	19100	4.2
sl	Mineral Re	9/10/2015	24700	4.2
sl	Mineral Re	9/10/2015	6000	4.2
sl	Mineral Re	8/5/2015	21300	5.29
sl	Mineral Re	8/5/2015	18104	5.29
sl	Mineral Re	8/3/2015	5162	5.61
sl	Mineral Re	8/3/2015	44600	5.61
sl	Mineral Re	8/3/2015	10800	5.61
sl	Mineral Re	8/3/2015	38098	5.61
sl	Mineral Re	8/4/2015	1202	5.46
sl	Mineral Re	8/4/2015	35700	5.46
sl	Mineral Re	8/4/2015	8600	5.46
by	Mineral Re	8/27/2015	38100	4.24
by	Mineral Re	8/28/2015	13200	4.3
sl	Mineral Re	8/6/2015	102400	5.15
sl	Mineral Re	8/12/2015	23900	4.97
sl	Mineral Re	8/12/2015	5600	4.97
sl	Mineral Re	9/23/2015	189277	4.12
sl	Mineral Re	10/1/2015	54623	4.18
sl	Mineral Re	10/1/2015	221400	4.18
sl	Mineral Re	10/1/2015	53500	4.18
sl	Mineral Re	10/1/2015	160010	4.18